MARVEL

EPIC COLLECTION

the AMAZING SPIDER-MAN®

ROUND ROBIN

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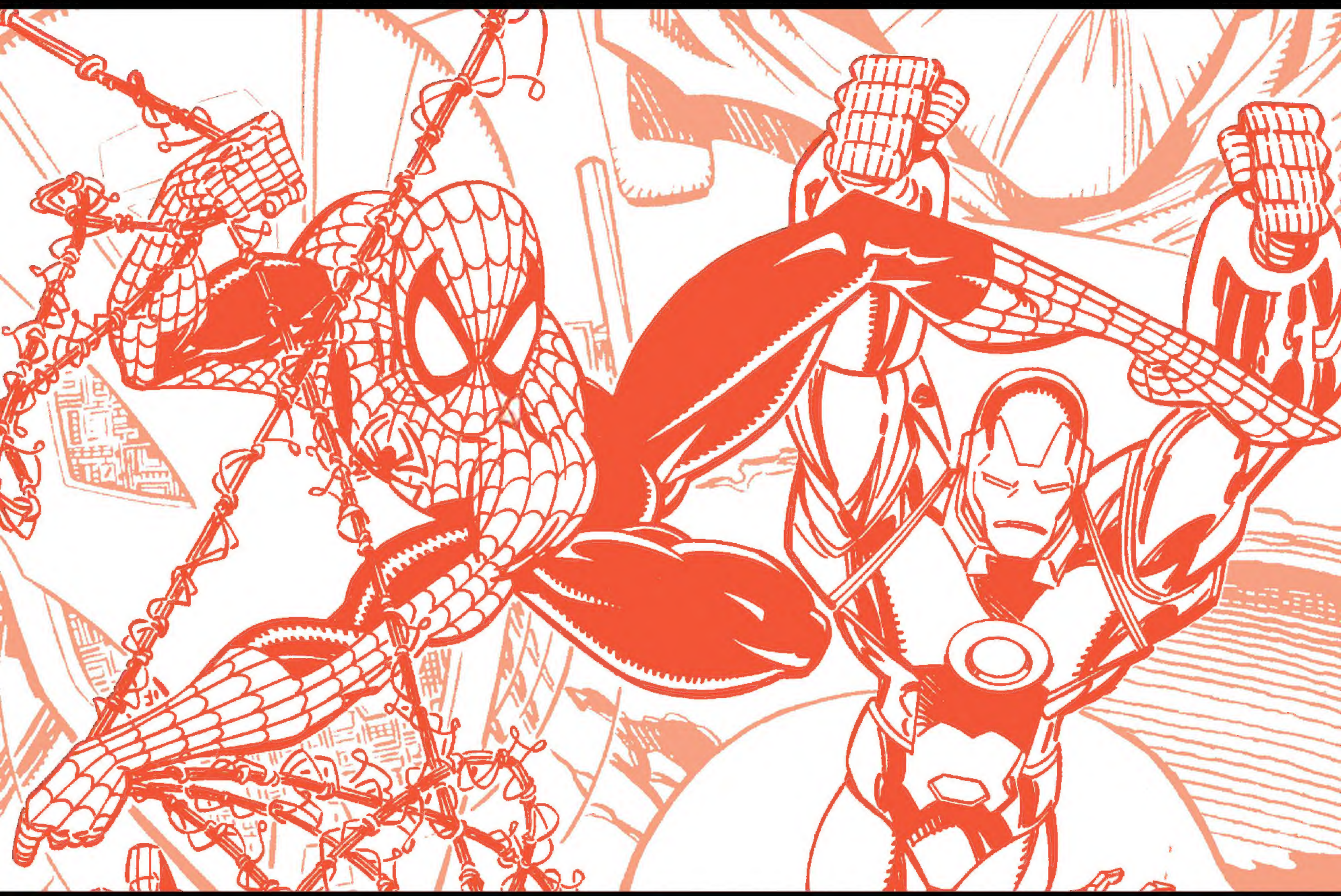

the AMAZING SPIDER-MAN

ROUND ROBIN

VOLUME 22

1991-1992

AMAZING SPIDER-MAN #351-360 & ANNUAL #25, SPECTACULAR SPIDER-MAN ANNUAL #11,
WEB OF SPIDER-MAN ANNUAL #7 AND SPIDER-MAN: FEAR ITSELF

AMAZING SPIDER-MAN

WRITERS:
DAVID MICHELINIE, GERRY CONWAY & AL MILGROM WITH TERRY KAVANAGH, FRED HEMBECK, TONY ISABELLA, PETER SANDERSON & STAN LEE

PENCILERS:
GUANG YAP, ALAN KUPPERBERG, MARIE SEVERIN, MARK BAGLEY, CHRIS MARRINAN & ROSS ANDRU WITH SAL BUSCEMA, PARIS CULLINS, STEVE DITKO, RON WILSON, FRED HEMBECK & DON HUDSON

INKERS:
JEFF ALBRECHT, ALAN KUPPERBERG, BUD LAROSA, SAM DELAROSA, MARIE SEVERIN, RANDY EMBERLIN, KEITH WILLIAMS & MIKE ESPOSITO WITH SAL BUSCEMA, STEVE DITKO, FRED HEMBECK, KEITH AIKEN, DAVE COOPER & DON HUDSON

COLORISTS:
BOB SHAREN, ED LAZELLARI & KEVIN TINSLEY WITH EVAN SKOLNICK, MARIE JAVINS & RENÉE WITTERSTAETTER

LETTERERS:
RICK PARKER & JOE ROSEN WITH CHRIS ELIOPOULOS, BRAD K. JOYCE, FRED HEMBECK & KEN LOPEZ

ASSISTANT EDITOR:
ERIC FEIN

EDITOR:
DANNY FINGEROTH

FRONT COVER ARTISTS:
ERIK LARSEN, TERRY AUSTIN & VERONICA GANDINI

BACK COVER ARTISTS:
MARK BAGLEY, RANDY EMBERLIN & VERONICA GANDINI

SPIDER-MAN CREATED BY STAN LEE & STEVE DITKO

COLLECTION EDITOR: MARK D. BEAZLEY
ASSISTANT MANAGING EDITOR: JOE HOCHSTEIN
ASSOCIATE MANAGING EDITOR: ALEX STARBUCK
EDITOR, SPECIAL PROJECTS: JENNIFER GRÜNWALD
SENIOR EDITOR, SPECIAL PROJECTS: JEFF YOUNGQUIST
RESEARCH: ALEX LEAR
LAYOUT: JEPH YORK
PRODUCTION: COLORTEK & JOE FRONTIRRE
BOOK DESIGNER: RODOLFO MURAGUCHI
SVP PRINT, SALES & MARKETING: DAVID GABRIEL

DIGITAL MANAGER/PRODUCTION: TIM SMITH 3
DIGITAL PRODUCTION: JACKELINE TEJADA

EDITOR IN CHIEF: C.B. CEBULSKI
CHIEF CREATIVE OFFICER: JOE QUESADA
PRESIDENT: DAN BUCKLEY
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"THE ORIGIN OF THE AMAZING SPIDER-MAN!"
"OUTLAW JUSTICE, PART ONE"
"THE TRUCKSTOP OF DOOM!"
"SECOND CHANCE!"

SPECTACULAR SPIDER-MAN ANNUAL #11, 1991
"THE VIBRANIUM VENDETTA: PART II — THE GHOST AND THE MACHINE"
"OUTLAW JUSTICE, PART 2"
"ONE TRACK MIND!"
"WITH BABYSITTING COMES GREAT RESPONSIBILITY!!"

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"DEATH WALK!"

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"WHEN MIDNIGHT STRIKES!"

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AMAZING SPIDER-MAN #357,
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"A BAGEL WITH NOVA!"

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LATE JANUARY 1992
"OUT ON A LIMB"

AMAZING SPIDER-MAN #359, FEBRUARY 1992
"TOY DEATH!"

AMAZING SPIDER-MAN #360, MARCH 1992
"DEATH TOY!"

SPIDER-MAN: FEAR ITSELF, FEBRUARY 1992
"FEAR ITSELF"

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MARVEL COMICS

ANNUAL

PART 1

THE VIBRANIUM VENDETTA

64 PAGES

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the AMAZING SPIDER-MAN®

SPIDEY!

IRON MAN!

BLACK PANTHER!™

KINGPIN!™

ULTRON!™

THE GHOST!™

SIMPLY THE GREATEST ANNUAL SAGA EVER! 'NUFF SAID!

THE VIBRANIUM VENDETTA™

PART 1

FEATURING:

the AMAZING SPIDER-MAN®

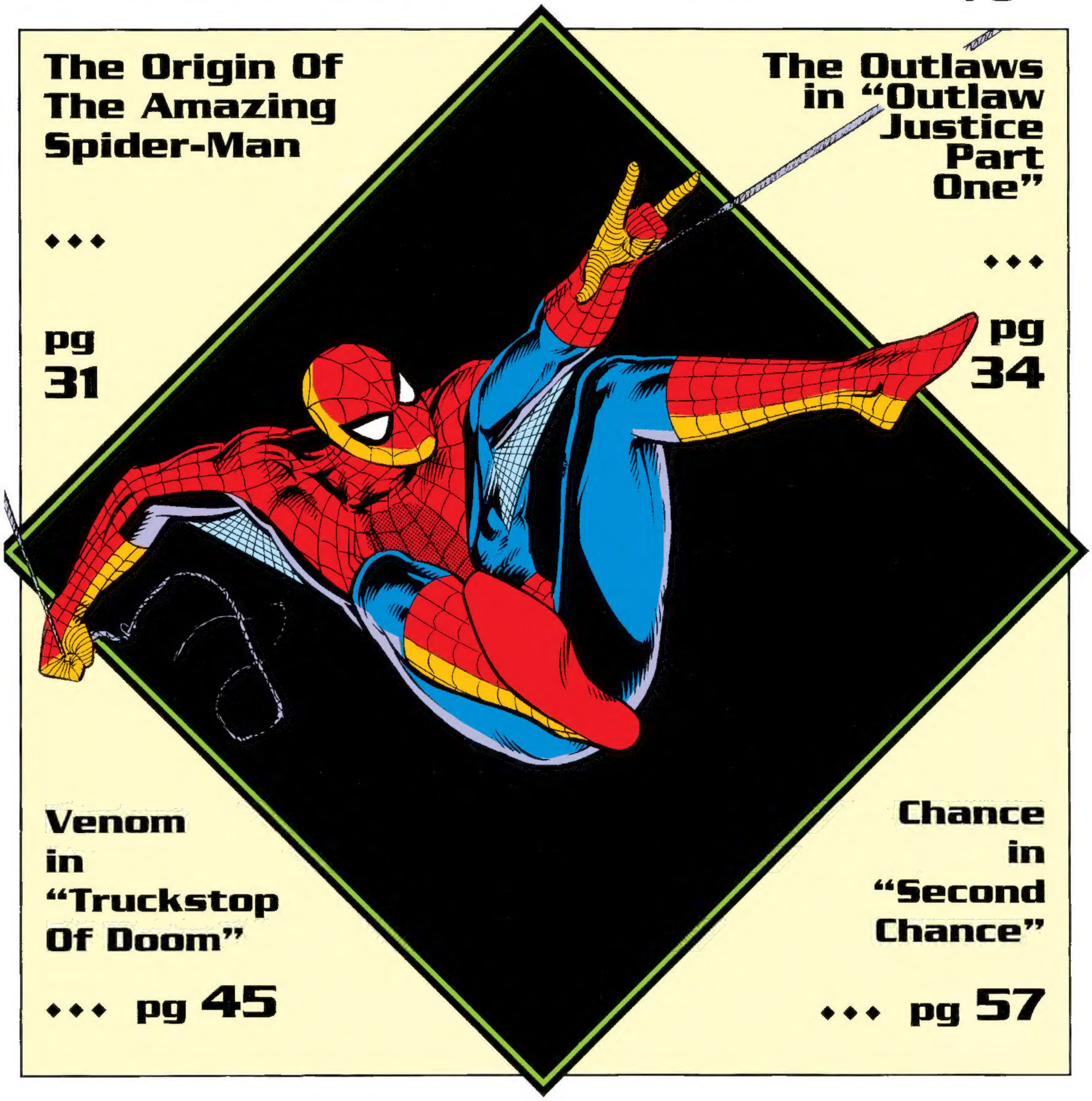
The Spider And The Ghost
(The Vibranium Vendetta Pt.1) ◆◆◆ **pg 2**

The Origin Of The Amazing Spider-Man
◆◆◆
pg 31

The Outlaws in "Outlaw Justice Part One"
◆◆◆
pg 34

Venom in "Truckstop Of Doom"
◆◆◆ **pg 45**

Chance in "Second Chance"
◆◆◆ **pg 57**



Stan Lee presents

THE VIBRANIUM VENDETTA (CHAPTER ONE)

The SPIDER AND THE GHOST!

A MOONLIT ALLEY ON THE CAMPUS OF EMPIRE STATE UNIVERSITY--

--WHERE THE AMAZING SPIDER-MAN GIVES A SHORT SEMINAR ON RESPECT FOR SCHOOL PROPERTY!

PUT 'EM DOWN!

NOW!

DAVID MICHELINIE WRITER
GUANG YAP PENCILER
JEFF ALBRECHT INKER
RICK PARKER LETTERER
BOB SHAREN COLORIST
DANNY FINGEROTH EDITOR
TOM DEFALCO EDITOR IN CHIEF

G-GET AWAY!

KCHANK

WE GOT ORDERS--!

HNH? WHERE'D HE GO?

THROK

SILLY QUESTION...!

TH-THIS AIN'T FAIR!

WE GOT RIGHTS!

CLOSE TO MIDNIGHT? LOADING STUFF INTO A TRUCK IN A DARK ALLEY?

SEEMS TO ME YOU KNOW MORE ABOUT WRONGS!

NOW HUSH.

THWIPP

WONDER WHAT THESE AFTER HOURS SHOPPERS WERE HAULING? COMPUTERS? RESEARCH EQUIPMENT?

A BIG METAL LUMP...?

YEEESH! LOOKS LIKE THIS *USED* TO BE A METAL DESK CHAIR! BUT IT'S ALL *MELTED!* LIKE WAX IN A MICROWAVE! WHAT--

--UH-OH! *SPIDER-SENSE!* WARNING OF DANGER FROM--

--BEHIND!

EASY, FELLAS! I WASN'T STEALING THIS STUFF! *THEY* WERE!

ON THE CONTRARY, SPIDER-MAN--

-- NOBODY WAS STEALING ANYTHING! I'M *ARTHUR DEARBORN.* I WORK FOR THE *ROXXON ENERGY* CORPORATION...

...AND I'M OVERSEEING EXPERIMENTS BEING CONDUCTED HERE UNDER A *ROXXON* GRANT. THESE GENTLEMEN WERE HIRED TO REMOVE UNWANTED *DEBRIS* FROM THAT PROJECT.

BUT I CAN SEE WHERE THEIR ACTIONS MIGHT BE MISINTERPRETED. THEREFORE, WE WON'T *PRESS CHARGES* FOR ASSAULTING OUR EMPLOYEES!

OH.

OKAY.

ER...

...thanks?

AS PETER PARKER, I'M A STUDENT AT E.S.U., MYSELF. I'VE HEARD TANTALIZING RUMORS ABOUT THAT ROXXON-FUNDED RESEARCH!

AND AS A PART-TIME PHOTOGRAPHER FOR THE DAILY BUGLE, I'M SUPPOSED TO COVER A ROXXON PRESS CONFERENCE TOMORROW!

SCUTTLEBUTT HAS IT THAT THEY'VE DISCOVERED A NEW SOURCE OF VIBRANIUM, A SCARCE ELEMENT THAT ABSORBS VIBRATORY ENERGY!

STUFF'S SO RARE, IT COSTS MORE PER OUNCE THAN CELEBRITY-ENDORSED PERFUMES!

SECRECY COULD EXPLAIN THE NIGHTTIME TRASH REMOVAL, BUT WHAT ABOUT THAT CHAIR?

WAS IT MADE FROM VIBRANIUM? AND WHAT CAUSED IT TO MELT?

TOO MANY QUESTIONS.

TOO MUCH PASTA FOR DINNER. ≥YAWN≤

THINK I'D BETTER SLEEP ON 'EM BOTH...!

MARY JANE?

Huh? EVERY-THING DARK.

'CEPT FOR THAT FLICKERING LIGHT FROM THE BED-ROOM!

CANDLES?

WE HAVING A POWER FAILURE?

I CERTAINLY HOPE NOT!

MY PLANS FOR THE REST OF THE EVENING CALL FOR A GREAT DEAL OF *ENERGY.*

THIS MORNING YOU TOLD ME YOU LOVED ME FOR THE ONE MILLIONTH TIME!

I COUNTED!

IN THAT CASE, TIGRESS, LET'S DRINK TO THE *TWO* MILLIONTH!

ICK! DIET GINGER ALE?

HEY, AN UP-AND-COMING SOAP STAR HAS TO WATCH HER FIGURE!

M.J.! WHAT'S THE OCCASION?

HMMM. WHY DON'T YOU LET *ME* HANDLE THAT LITTLE CHORE?

WHILE IN MIDTOWN, WILSON FISK KEEPS WATCH OVER HIS CITY--

--AND SOLVES PROBLEMS AS ONLY THE KINGPIN OF CRIME CAN!

AH. YOU MUST BE THE GHOST. I'M IMPRESSED.

FEW COULD ENTER THIS BUILDING WITHOUT TRIPPING A SINGLE ALARM!

JUST AS FEW ARE ABLE TO SEE ME AND LIVE!

TELL ME WHY YOU SHOULD BE ONE OF THEM!

IT'S SAID THAT YOU DESTROY COMPANIES. THAT'S WHY I PUT THE WORD OUT I WANTED TO HIRE YOU.

THE ROXXON CORPORATION HAS DEVELOPED A PROCESS THAT MAY GENERATE IMMENSE PROFITS. I WISH THOSE PROFITS TO BE MINE.

ROXXON AND I HAVE HISTORY-- I OWE THEM!

THEREFORE I SHALL REWARD YOU GENEROUSLY FOR BRINGING ME THE SECRETS OF THAT PROCEDURE-- AND FOR DESTROYING ROXXON'S ABILITY TO DUPLICATE IT!

SO I'LL ACCEPT YOUR FEE FOR STEALING THEIR SECRETS!

THE DESTRUCTION--

--I'LL DO--

--FOR FREE!

DANGEROUS MAN. ONCE I HAVE WHAT I WANT, IT MIGHT BE WISE TO ASSURE THAT HE DOESN'T TURN HIS GHASTLY TALENTS--

--ON ME!

THE NEXT MORNING: E.S.U.

AS GRAD STUDENT PETER PARKER COMPLETES A RESEARCH ASSIGNMENT FOR--

-- DR. EVAN SWANN.

HERE'S THE DATA ON THAT NUCLIDE PROCESS, Dr. SWANN. SORRY I HAVE TO LEAVE EARLY. DON'T WANT TO BE LATE FOR THE ROXXON BASH!

DON'T WORRY, PETER. ANNE-MARIE AND I WILL CARRY ON! THOUGH I DO ADMIT WE'RE BOTH A BIT JEALOUS!

YOU WILL TELL US ALL THE FASCINATING DETAILS WHEN YOU GET BACK, WON'T YOU?

BET ON IT!

MARY JANE'S PROBABLY ALREADY THERE! I'D BETTER--

HEY, PETE! GIVE US A HAND?

GOSH, CHIP, I'M KIND OF--

--AH, HECK. SURE!

SO THE "GREEN TEAM" IS STILL HANGING IN THERE, EH?

AGRICULTURE MAY NOT BE A GLAMOROUS SCIENCE, PETE, BUT WHAT WE'RE DOING STILL MATTERS!

HELP US MOVE THIS OSCILLATOR OVER TO THE WALL?

HNH! GUESS THIS ISN'T AS HEAVY AS WE THOUGHT! WE'RE MOVIN' IT EASY!

OOPS! BETTER WATCH MY SPIDER-STRENGTH!

I JUST WISH IT WAS AS EASY TO GET FUNDING, WHAT WITH ROXXON HOGGING ALL THE PUBLICITY! I KNOW A NEW SOURCE OF VIBRANIUM WILL LOOK GOOD IN E.S.U.'s RECRUITING CATALOG--

--BUT WHAT WE'RE DOING IS VITAL! IF WE CAN SUCCEED IN ACCELERATING PLANT GROWTH--

--FARMERS WILL BE ABLE TO GET TWO HARVESTS IN A SINGLE SEASON! NOW TELL ME THAT'S NOT IMPORTANT!

IT IS, CHIP. REAL IMPORTANT.

IT REALLY ISN'T FAIR, HOW HIGH VISIBILITY PROJECTS CAN GET SUCH PREFERENTIAL TREATMENT.

BUT I GUESS THAT'S ACADEMICS IN THE REAL WORLD!

IT JUST MAKES THINGS MORE CHALLENGING. AND AFTER ALL, CHALLENGE IS ONE OF THE REASONS I'VE BEEN FASCINATED BY SCIENCE SINCE HIGH SCHOOL! MAYBE EVEN ONE OF THE REASONS--

--I BECAME SPIDER-MAN!

MEANWHILE, THE UNIVERSITY SPORTS FIELD BUSTLES WITH CATERERS, MUSICIANS, AND INVITED GUESTS.

ALL BENEATH AN UNAVOIDABLE SEA OF FLUTTERING ROXXON BANNERS!

ROXXON INC.

ROXXON INC.

PLEASE, MS. WATSON-PARKER, THE PLEASURE IS MINE!

NOT ENTIRELY, T'CHALLA!

BEING AN ACTRESS ON A NETWORK SOAP, I'VE HOB-NOBBED WITH SUPERSTARS AND STUDIO MOGULS!

BUT MEETING ROYALTY--A KING, NO LESS--IS STILL SOMETHING SPECIAL!

SPEAKING OF "SPECIAL"--!

WOW! IRON MAN SURE KNOWS HOW TO MAKE AN ENTRANCE!

I EXPECTED STARK ENTERPRISES' PRESIDENT, TONY STARK, TO BE HERE!

BUT WHY WOULD HE COME AS HIS ARMORED ALTER EGO?

TO INTIMIDATE HIS RIVALS, PERHAPS? BUT THAT DOESN'T--

FLASH

SMILE.

SORRY, M.J., YOUR HIGHNESS! BUT AS A FREELANCE SHUTTERBUG--

--I COULDN'T LET SUCH A PHOTO OPPORTUNITY SLIP AWAY!

NO OFFENSE TAKEN. I'M A FIRM BELIEVER IN THE RIGHT TO MAKE A LIVING -- AS LONG AS NO ONE IS *HARMED* IN THE PROCESS.

UNFORTUNATELY, *ROXXON* MAY NOT SHARE THAT PHILOSOPHY.

OH?

THAT'S THE REASON I'M HERE.

THE ECONOMY OF MY COUNTRY-- *WAKANDA*-- IS BASED ON ONE SIMPLE FACT:

WE ARE THE WORLD'S SOLE SOURCE OF *VIBRANIUM.* SHOULD ROXXON PRODUCE A CHEAP SUBSTITUTE, OUR ECONOMY COULD BE IN DIRE TROUBLE!

AND I'VE NO WISH TO LEAD MY PEOPLE INTO A REIGN OF *POVERTY!*

WAITER!

PEOPLE ARE STARING. I CAN *FEEL* IT. I'D BE WONDERING WHY I'D SEND IRON MAN-- --INSTEAD OF *MYSELF!*

A STRAW FOR YOUR *CLUB SODA?* CERTAINLY, SIR!

BUT IF THEY KNEW THE *REAL* REASON I KEEP MY ARMOR ON... THEY'D STARE EVEN *HARDER!* *

* TO *LEARN* THAT REASON, SEE CURRENT ISSUES OF *IRON MAN!* -- DANNY

WHILE, ON STAGE...

EASY WITH THAT *FOIL!* IT'S VERY THIN, AND WE DON'T WANT TO *TEAR* IT BEFORE THE DEMON-STRA-- eh?

EXCUSE ME A MOMENT.

IRON MAN! IT'S GOOD TO SEE YOU!

THE COMPANY STILL HAS ITS *FLAWS*, BUT *DESPITE* THEM... ROXXON IS DOING IMPORTANT THINGS FOR AMERICA'S FUTURE!

OH... YOU MUST BE *ARTHUR DEARBORN.*

HOW ARE THINGS OVER AT *ROXXON* THESE DAYS?

WELL, I GUESS WE ALL DO WHAT WE CAN. I'D BETTER GET BACK! TALK LATER?

SURE.

IT'S SAD. ARTHUR'S *HEART* IS IN THE RIGHT PLACE. WHAT A SHAME HIS *LOYALTIES* AREN'T!

GOOD AFTERNOON, FOLKS! I'M JONAS HALE, EXECUTIVE V.P., AND I'D LIKE TO START THINGS OFF--

--BY ASKING THIS SECURITY OFFICER TO SHOOT ME!

WHAT THE--?

BLAM

:gasp:

HOW--?!

TINK

AS YOU CAN SEE--

--THAT "TINFOIL" ABSORBED EVERY BIT OF THE BULLET'S VIBRATORY ENERGY, ITS MOMENTUM.-- THAT'S BECAUSE THE FOIL IS MADE OF NUFORM, ROXXON'S EXCLUSIVE SYNTHETIC VIBRANIUM!

EVERY BIT AS EFFICIENT AS THE ORIGINAL, IT WILL SOON BE WIDELY AVAILABLE AT A FRACTION OF CURRENT COST!

A BOON FOR BUSINESSMEN AND CONSUMER ALIKE!

SIR, WE HAVE A SITUATION IN THE LAB!

BLAST!

REPRESENTATIVES ARE WAITING TO ANSWER YOUR QUESTIONS.

I'M AFRAID I HAVE A FEW, AH, DETAILS TO SEE TO!

DEARBORN!

WITH YOU, SIR!

THERE'S NO *EXCUSE* FOR THIS!

STANDING ORDERS ARE THAT NO *METAL* IS TO BE WORN IN THE LAB AT ANY TIME!

BELT BUCKLES EYEGLASSES, TIE PINS-- *EVERY-THING* IS TO BE PLASTIC OR SOME OTHER SYNTHETIC!

HE'S IN A GREAT DEAL OF PAIN, SIR.

TH-THE WATCH! I-IT WAS A GIFT... FROM MY *WIFE!*

AND NOW IT'S *MELTED* INTO THE FLESH OF YOUR WRIST, YOU IDIOT!

WHAT DID YOU *EXPECT?*

GET HIM OUT OF HERE!

TAKE HIM TO THE INFIRMARY AT THE *ROXXON* BUILDING DOWNTOWN-- *DISCREETLY!*

WE'LL HANDLE THIS IN-HOUSE!

MR. HALE, ARE YOU *CERTAIN* IT'S SAFE? I MEAN, THESE INCIDENTS--!

NOT TO WORRY, DEAR-BORN!

WE HAVE THE PROBLEM WELL IN HAND!

WE REALIZE THAT RAW NUFORM IS *UNSTABLE*, THAT IT DECAYS INTO *ANTARCTIC* VIBRANIUM--

--A SUBSTANCE THAT CAUSES METALS TO MELT!

THAT'S WHY WE'RE TREATING IT WITH SPECIAL *MICROWAVES.*

THEY "FIX" THE COMPOUND. AND OF COURSE, WE'D NEVER ALLOW ANY *UNTREATED* PRODUCT TO REACH THE PUBLIC!

DEARBORN'S SATISFIED, SIR.

--BUT WHAT HAPPENS WHEN THE *WORLD* FINDS OUT THAT MICROWAVES MERELY *DELAY* THE METAMORPHOSIS?

"WHEN THE NUFORM WE SELL BEGINS TO *DESTROY* THE THINGS MADE FROM IT?"

THERE'LL BE PLENTY OF TIME TO DEVELOP A *PERMANENT* CURE, MS. LORING. PERHAPS DECADES! AND IN THE MEANTIME...

PROFITS WILL BE *PHENOMENAL!*

HOURS PASS, DRAPING MANHATTAN IN GENTLE DUSK...

...WHILE CASTING LONG SHADOWS AS FAR WEST AS COLORADO--

--WHERE AN UNMARKED VAN TRAVELS FINAL MILES TOWARDS THE VAULT, A UNIQUE MAXIMUM SECURITY PRISON...

...WITH THE INTENT OF MAKING A DEPOSIT!

THINK THE BIGWIGS CAN DEACTIVATE ULTRON-13?

SURE! AN' TILL THEN--

--THE CURRENT WE'RE PIPIN' THROUGH HIM'LL KEEP HIM SNOOZIN' LIKE A BABY!

WITLINGS! I'VE MERELY FEIGNED UNCONSCIOUSNESS, BIDING MY TIME UNTIL THEIR ATTENTION IS SUITABLY LAX!

ELECTRICITY CAN NEVER BE MY ENEMY WHEN, BY CHANELLING IT THROUGH MY ADAMANTIUM BODY, I CAN MAKE IT--

"--MY SERVANT!"

WHRRRRRrrrr...

WHA--? GENERATOR'S SHUTTIN' DOWN!

COULD ULTRON HAVE SIPHONED ITS POWER?

DON'T WORRY...

...HE'LL GIVE IT BACK!

SKLLLLLLATCH

THE DEFEAT I SUFFERED IN CALIFORNIA* TEARS AT MY SOUL!

TO ASSURE VENGEANCE, I MUST FIND SOME WAY TO BECOME EVEN STRONGER!

*IN AVENGERS WEST COAST #68.--Danny

VIBRANIUM SYNTHESIZE

YESSSSSS...!

NEW YORK. NIGHT HAS FALLEN; EMPIRE STATE UNIVERSITY IS CLOSED. THAT IS...

...TO MOST STUDENTS!

I HAVE TO FIND OUT WHAT MELTED THAT CHAIR!

I SUPPOSE ROXXON COULD BE LEGITIMATE. BUT EVER SINCE LAST YEAR, AFTER THAT HUGE OIL SPILL--

-- WHEN THEY SAID THEIR TANKER RAN AGROUND TRYING TO AVOID A PREGNANT DOLPHIN--

-- I JUST HAVEN'T TRUSTED THEM!

AND IT LOOKS LIKE I'M NOT ALONE!

YOUR SENSES ARE QUITE ACUTE, MY FRIEND.

COMING FROM *THE BLACK PANTHER*, THAT'S A REAL COMPLIMENT!

YOU THINK ROXXON'S "MIRACLE" SMELLS A LITTLE FUNNY, TOO?

I'VE HAD DEALINGS WITH ROXXON IN THE PAST. THEY USUALLY HAVE *DARK CARDS* UP THEIR CORPORATE SLEEVES. FOR THE SAKE OF MY PEOPLE, THE *WAKANDANS*--

--I INTEND TO LEARN WHAT THAT HIDDEN HAND *IS*!

YOU AND ME BOTH!

THEN SINCE WE SEEK THE SAME ROAD OF WISDOM--

--PERHAPS IT WOULD BE BENEFICIAL TO TRAVEL IT *TOGETHER*.

YOU'RE ON, T'CHALLA!

ONE QUESTION, THOUGH: WHAT IF THEY'RE ON THE UP-AND-UP?

I SUPPOSE THAT *IS* POSSIBLE. WE SHOULD PROCEED WITH CAUTION.

NUTS. THE NIGHT SHIFT! WE CAN'T JUST BREAK IN--

--NOT WITHOUT AN *EXCUSE*!

NO.

BUT I THINK WE MAY SOON *HAVE* ONE!

I AM... *THE GHOST!*

KROK

KNOW THAT NAME!

SPEAK IT...

VVAM

...IN WHISPERS!

HE'S PUTTING DEVICES ON THE PROCESSING MACHINES!

AND ACCORDING TO MY *SPIDER-SENSE--*

--THEY'RE *DANGEROUS!* TRUST ME! COULD BE *BOMBS!*

OUR EXCUSE!

IF I EVER SAW ONE!

EH--?!

THWIP

FUNNY--

--YOU DON'T *LOOK* LIKE PATRICK SWAYZE!

SPIDER-MAN! I'VE READ ABOUT YOU. BUT APPARENTLY YOU CAN'T *RETURN* THE COMPLIMENT!

ELSE YOU'D KNOW THAT WITH BUT A WHIM--

--I CAN BECOME AS *ETHEREAL* AS A DREAM AT SUNRISE!

YOU'RE FAST, AND AGILE! BUT HOW *LONG* CAN YOU DODGE MY FORCE-BLASTER?

CHAM

CHAM

CHAM

CHAM

AND AS *SHATTERING* AS A MIDNIGHT SCREAM!

TIME, WALL-CRAWLER, IS *MY* ALLY!

TIME FAVORS HE WHO USES IT *WISELY*, SPIRIT!

AS *I* USED IT TO SKULK CLOSER, TO CATCH YOU UNAWARES!

THRUD

WACHASH

BLACK PANTHER, ISN'T IT? VERY IMPRESSIVE.

BUT I CAN PRACTICE STEALTH AS WELL!

H-HE'S TURNED... INVISIBLE?!

YES, BUT DID YOU NOTICE HE WAS SOLID WHEN I STRUCK HIM?

PERHAPS HE CAN MAINTAIN BUT ONE ALTERED STATE AT A TIME, AND THAT ONLY FOR SHORT PERIODS!

THEN LET'S GET THESE CHARGES LOOSE WHILE WE CAN!

SPIDER-SENSE WOULD WARN IF THEY WERE RIGGED TO DETONATE WHEN REMOVED!

COULD GO OFF ANY SECOND! QUICK--

--PUT THEM TOGETHER ON THE FLOOR!

NO TIME TO FIGURE OUT HOW TO DEACTIVATE THEM!

THWIP

THWIP

HAVE TO SETTLE FOR--

"-- CONTAINMENT!"

WHAM!

SPIDER-SENSE! SOMETHING THREATENING! GETTING--

--CLOSE!

THRAK

I LOVE MY JOB, BUT THESE LATE HOURS ARE MURDER! HOPE THAT COFFEE MACHINE IS STILL--HNH?

NOISE!

COMING FROM THE NUFORM LAB!

HOW DID YOU KNOW I WAS THERE?

HOW CAN YOU HIT WHAT YOU CAN'T SEE?!

WHY DON'T WE LET YOU ANSWER THAT QUESTION FOR YOURSELF, CASPAR?!

ALL SET, PANTHER?

READY! LIGHTS--

"--OUT!"

DARKNESS.

LIKE SOOT ON CINDERS.

LIKE STARLESS SPACE.

THE GHOST TENSES...

...AS SPIDER-MAN INCHES FORWARD, EVERY NERVE ALERT...

...TRUSTING HIS SPIDER-SENSE TO LEAD HIM TO HIS DANGEROUS QUARRY.

FROM ANOTHER ANGLE, THE BLACK PANTHER STALKS CLOSER, NOSTRILS DRAWING SCENT, EARS TURNED TO HIS FOE'S SHALLOW BREATHING.

IN MERE SECONDS, THEY'RE POISED TO POUNCE.

VICTORY ASSURED.

BUT...

?!

HUH?

WHAT THE DEVIL--?

THERE! AND THERE!

KLIK

ZHAMP

NNF

NICE GOING, DEARBORN!

SHKOW

PERHAPS IT'S TIME TO DEMONSTRATE *ANOTHER* OF MY SKILLS! THE ABILITY TO REPROGRAM COMPUTERIZED MACHINERY BY *TOUCH* ALONE!

I'M SURE YOU'LL FIND IT... AMUSING!

THAT BEAM PROJECTOR! SWIVELING TOWARDS T'CHALLA!

I'M TOO FAR AWAY! CAN'T *REACH* HIM IN TIME!

BUT ARTHUR DEAR-BORN, ACTING WITHOUT THOUGHT--

--CAN!

PHZ-Z-Z-Z-Z

HE...

...Y-YOU...!

YOU'LL PAY FOR THAT!

BLAST IT, GHOST!

INDEED HE WILL.

BUT NOT IN THE MANNER SPIDER-MAN EXPECTS!

ZI-ZASH

D... DEARBORN?

ARTHUR DEARBORN NO LONGER EXISTS! I AM--

--SUNTURION! ROXXON'S SWORN PROTECTOR!

AND SINCE YOU AND YOUR COHORTS HAVE SOUGHT THE *DESTRUCTION* OF ROXXON PROPERTY--

..YOU MUST DIE!

OBOY...! OOOOH

TO BE CATACLYSMICALLY CONTINUED IN SPECTACULAR SPIDER-MAN ANNUAL #11-- ON SALE IN ONE WEEK!

STAN LEE PRESENTS: THE ORIGIN OF THE AMAZING SPIDER-MAN!

SOMETIMES THE MOST **EXTRAORDINARY** THINGS HAVE THE MOST **ORDINARY** BEGINNINGS. FOR EXAMPLE:

PETER PARKER WAS A NORMAL HIGH SCHOOL STUDENT, LOVED DEARLY BY THE UNCLE AND AUNT WHO RAISED HIM.

BUT WHILE HE EXCELLED AT **SCIENCE**, THOSE ACCOMPLISHMENTS WERE OFTEN OVER-SHADOWED BY HIS INNATE SHYNESS.

ER, WOULD ANYONE LIKE TO GO TO THE NEW EXHIBIT AT THE SCIENCE HALL WITH ME?

GET LOST, BOOKWORM!

IT WAS, HOWEVER, THAT SAME DEVOTION TO SCIENCE THAT WAS TO BRING ABOUT A MONUMENTAL **CHANGE** IN THE BOY'S LIFE!

FOR ONE DAY, AT AN ATOMIC ENERGY DEMONSTRATION, A TINY **SPIDER** ABSORBED A FANTASTIC AMOUNT OF RADIATION--

--AND IN SUDDEN SHOCK, **BIT** THE NEAREST LIVING THING!

OW!

WH-WHAT'S HAPPENING? I FEEL STRANGE!

AS IF MY ENTIRE BODY WERE CHARGED WITH SOME SORT OF WEIRD **ENERGY**!

BEEEP

OH, MY GOSH! I-I LEAPED HALFWAY UP THIS BUILDING!

A-AND I'M ACTUALLY CLINGING TO THE WALL JUST BY **TOUCHING** IT!

INCREDIBLE! I WALL-CRAWLED TO THE ROOF IN SECONDS! A-AND I'M CRUSHING THIS STEEL PIPE LIKE IT WAS *PAPER!*

IT'S AS IF I'VE SUDDENLY GAINED THE ABILITIES AND PROPORTIONAL STRENGTH OF...OF A *SPIDER!*

USING HIS TECHNICAL INGENUITY, YOUNG PARKER DEVELOPED DEVICES TO "SPIN" HIS OWN STICKY WEBBING!

AND THEN, AFTER DESIGNING A SUITABLY THEATRICAL COSTUME--

-- HE SET OUT TO TAKE SHOW BUSINESS BY STORM --

-- AS THE SPIDER-MAN!

BUT HIS EGO SWELLED WITH HIS FIRST TASTE OF FAME AND SUCCESS.

HE ALLOWED A **THIEF** TO ESCAPE, WHEN IT WOULD HAVE BEEN SO EASY TO STOP HIM, FIGURING IT WASN'T **HIS** PROBLEM!

HE DISCOVERED HOW **WRONG** HE WAS DAYS LATER, WHEN HE RETURNED HOME TO FIND **POLICE** THERE. THE HOUSE HAD BEEN BURGLARIZED --

AMBULA

--AND HIS BELOVED UNCLE BEN HAD BEEN SHOT **DEAD!**

WITH TEARS OF RAGE AND LOSS STINGING HIS EYES, HE SWORE HE'D BRING THE MURDERER TO JUSTICE!

BUT WHEN HE CAUGHT THE CULPRIT, HE WAS STUNNED TO FIND IT WAS THE **SAME** THIEF HE HAD LET **ESCAPE** BEFORE!

IT WAS A BITTER LESSON, ONE THAT CHANGED HIM EVEN MORE DEEPLY THAN THE BITE OF A RADIO-ACTIVE SPIDER!

FOR AT LAST HE GRASPED THE BASIC TRUTH THAT HAS SHAPED HIS LIFE EVER SINCE: WITH GREAT POWER, THERE MUST ALSO COME GREAT **RESPONSIBILITY!**

AND IT IS THIS, ABOVE ALL ELSE, THAT HAS GIVEN THE WORLD THE ONE, THE ONLY... THE AMAZING...

SPIDER-MAN!

DAVID MICHELINIE WRITER
SAL BUSCEMA ARTIST
CHRIS ELIOPOULOS NEEDS SHORTER NAME
EVAN SKOLNICK COLORIST
DANNY FINGEROTH EDITOR
TOM DEFALCO ED. IN CHIEF

BASED ON THE ORIGINAL STORY BY **STAN LEE & STEVE DITKO**

Stan Lee presents

THE OUTLAWS

OUTLAW JUSTICE Part ONE

ASK MOST PEOPLE WHAT A SILVER SABLE IS AND THEY'LL ANSWER, "AN ANIMAL!"

AND MOST PEOPLE WOULD BE RIGHT.

BUT, OH, WHAT AN ANIMAL!

DAVID MICHELINIE SCRIPT | ALAN KUPPERBERG ARTIST | RICK PARKER LETTERER | ED LAZELLARI COLORIST | DANNY FINGEROTH EDITOR | TOM DEFALCO EDITOR IN CHIEF

A WELL-PLACED CHA! TAKES CARE OF THAT ATTACKER!

THUNK

BUT ANOTHER'S CLOSING FROM BEHIND! SWINGING A SWORD!

PAK

GOOD! I'LL BE ABLE TO PRACTICE MY KENPO TECHNIQUES!

THOONT

AS WELL AS A LITTLE SOMETHING I PICKED UP FROM THE NFL!

ONE MORE?

I'VE HAD ENOUGH EXERCISE.

KRAK KRAK KRAK

THANK YOU, GENTLEMEN. THIS NEW "STREET" BACK-DROP IS A VALUABLE ADDITION TO MY TRAINING REGIMEN!

THE SYMKARIAN EMBASSY. NEW YORK.

YOUR TOWEL, Ms. SABLE.

YOU'RE UNHURT? THE PROTECTIVE GARMENTS FUNCTIONED AS DESIGNED?

YES, MA'AM. NOTHIN' AN ASPIRIN WON'T CURE!

WE MIGHT ALL NEED ASPIRINS SOON!

SILVER SABLE INTERNATIONAL HAS JUST RECEIVED A RATHER DIRE COMMISSION!

SHALL I ASSEMBLE THE WILD PACK?

PERHAPS AS BACK-UP UNCLE MORTY. BUT A JOB LIKE THIS--

--IS GOING TO REQUIRE SPECIAL OPERATIVES!

MIDTOWN..

EEK! YOU...YOU RUFFIAN!

SORRY, LADY!

DON'T USUALLY COMMUTE AS ROCKET RACER!

BUT IF I'M LATE FOR MY TRIG CLASS AGAIN, I'M IN DEEP--

--TROUBLE? HEY, THAT'S TONY PARETTI! HE'S IN ONE OF MY CLASSES!

BUT WHAT'S HE DOING WITH THAT BUNCH OF *LOSERS*?

YA'VE BEEN USEFUL, PARETTI, PUSHIN' *ICE* FOR ME ON CAMPUS!

BUT NOBODY *QUITS* 'LESS I SAY SO!

GUESS I GOTTA MAKE AN *EXAMPLE* OF--

GOLLY! SEEMS I *SLIPPED!*

BUT DEALING IN "ICE," YOU'D KNOW ALL ABOUT THAT!

HNF

YO, TROOPS! TAKE 'IM!

CHF CHF

LEAVING THE VAN? THEN I GUESS--

CHF

--YOU WON'T BE NEEDING IT ANYMORE!

FABOOM

THOK

GEE, TOO BAD IF THAT'S WHERE YOU KEPT YOUR STASH! HERE--

--LET ME TAKE YOUR MIND OFF IT!

NOW, LISTEN UP! I EVER CATCH YOU SAYING ONE WORD TO TONY PARETTI--

--I'M GONNA PUT ROCKETS UP YOUR NOSE! GOT IT?

Y-Y-YOU BET!

HEY, THANKS--!

DON'T! 'CAUSE IF I EVER CATCH YOU TALKIN' TO HIM--

--YOUR NOSTRILS GONNA BE TARGETS, TOO!

EMPIRE STATE UNIVERSITY, MOMENTS LATER...

THAT LITTLE EPISODE COST ME TIME I DON'T HAVE!

PROFESSOR CARLSBERG'S GONNA HAVE MY BUTT FOR BREAK-FAST!

MAYBE I CAN TELL HIM-- HUH? OH, SWELL.

SILVER SABLE?

I HAVE NEED OF YOUR TALENTS, Mr. FARRELL.

SORRY, I HAVE AN EXAM TO TAKE!

DOES YOUR EXAM PAY FOUR FIGURES?

HMM, I JUST REMEMBERED:

DOC CARLSBERG JUST LOVES GIVING MAKE-UP TESTS!

LATER: 51ST STREET, OFF NINTH AVENUE.

A NEIGHBORHOOD THAT HAS SEEN BETTER DAYS.

A FACT NEVER FAR FROM THE THOUGHTS OF--

--MINDY McPHERSON.

BLAST YOU, HOBIE BROWN!

I TOOK OFF FROM MY ACCOUNTING JOB JUST TO HAVE LUNCH WITH YOU!

BUT YOU'RE OFF PLAYING WITH YOUR INVENTIONS! I COULD'VE MADE SOME SWEET OVERTIME IF--

KNOK KNOK

NOW WHAT?

MS. McPHERSON? I'M SILVER SABLE.

IS MR. BROWN HERE?

ACTUALLY, HE'S HERE, AT AN ABANDONED BUILDING BLOCKS AWAY.

AS THE PROWLER.!

DIDN'T WORK!

THOUGHT BY MODIFYING MY GAUNTLETS' SERVO-MOTORS I COULD SELL THE DESIGN TO HIGH-STEEL WORKERS!

BUT THE CLAWS STILL DO TOO MUCH DAMAGE TO--

BILLY! STOP--!

HANDBALL?

SLIP TH-THOUGHT I COULD NAB IT 'FORE IT WENT THROUGH!

E-EDGE GIVIN' 'WAY!

I'M FALLLLLING!

NOT THIS TIME, KIDDO!

WHOOOP!

AWESOME! A REAL LIVE SUPER HERO!

HOW CAN I THANK YOU?

BY NEVER... EVER... PLAYING IN A DEATHTRAP LIKE THIS AGAIN!

Y-Y-YES, SIR!

COMPRENDE?

GOSH, F-FOR A GOOD GUY, HE'S KINDA SCARY!

AGAIN, 51st STREET...

I'M HOME, MIN! SORRY I'M LATE, BUT--

-- SILVER? WH-WHAT ARE YOU DOING HERE?

SHE CAME TO TALK BUSINESS, HOBIE.

DANGEROUS BUSINESS YOU PROMISED YOU WERE GIVING UP!

BUT, MINDY--!

I HAVE TO CONTRIBUTE TO THIS FAMILY SOMEHOW!-

AND WITH CONSTRUCTION WORK BONE DRY--!

YOU KNOW MY FEELINGS IN THE MATTER.

AW, MIN...

I DO HAVE A JOB FOR YOU, MR. BROWN.

BUT I NEED AN ANSWER. NOW.

I... I-I...

... I'LL BE RIGHT WITH YOU.

THUS, SHORTLY, AT THE SYMKARIAN EMBASSY...

SO THERE YOU HAVE IT.

I'VE BEEN WANTING TO ESTABLISH A *QUICK-STRIKE* TEAM, OPERATIVES WHO WOULD BE ON CALL FOR DANGEROUS MISSIONS WHENEVER THEY MIGHT ARISE.

AND BECAUSE OF THE NATURE OF THOSE I'VE CHOSEN-- INDIVIDUALS WHO BEGAN AS *CRIMINALS* BEFORE DECIDING TO GO STRAIGHT-- I'M CODE-NAMING THIS GROUP "*THE OUTLAWS*"!

I DID HAVE ONE OTHER RECRUIT IN MIND--

--BUT I'VE NO IDEA HOW TO *CONTACT*--

SILVER! BEHIND YOU!

IS IT--?

YES, UNCLE. IT MUST BE--

--*WILL-O-THE WISP!* BUT, HOW DID YOU *KNOW*--?

YOU WANTED ME. I CAME.

WE'LL DISCUSS ENTRANCE ETIQUETTE LATER.

THIS GUY'S SPOOKY!

FOR NOW, MY COMPANY HAS BEEN CONTRACTED BY A HIGH-RANKING GOVERNMENT OFFICIAL IN MONTREAL: M. EDUARD LEBON.

MONSIEUR LEBON'S DAUGHTER HAS BEEN KIDNAPPED--

--BY A RADICAL SPLINTER GROUP OF HIS POLITICAL OPPONENTS!

IF HE DOESN'T STEP DOWN FROM PARLIAMENT, HIS DAUGHTER WILL BE KILLED!

IT'S UP TO US TO SEE THAT DOESN'T HAPPEN!

BUT IF THESE EXTREMISTS ARE SO TOUGH, SHOULDN'T WE HIRE SOME BIG GUNS?

SANDMAN'S WORKED WITH US BEFORE, AND HE'S STRONGER THAN THE THREE OF US COMBINED!

I THOUGHT OF THAT. UNFORTUNATELY, SANDMAN ALREADY HAS A JOB-- WITH THE RADICALS!

TO REACH OUR GOAL, GENTLEMEN--

--WE'RE GOING TO HAVE TO GO THROUGH SANDMAN FIRST!

TO BE CONTINUED--IN SPECTACULAR SPIDER-MAN ANNUAL #11!

RURAL MISSOURI, JUST OFF I-44.

TRUCKSTOPS HAVE THE BEST FOOD AROUND, HON! THAT'S WHY ALL THE *TRUCKERS* EAT HERE!

ON'S DINER

RIGHT, MR. BROCK?

UH, SURE, CHUCK.

NOTE: THIS STORY TAKES PLACE BETWEEN *AMAZING SPIDER-MAN* #s 315 & 316. --DANNY

ACTUALLY, THEY STOP HERE 'CAUSE THE *LOTS* ARE BIG ENOUGH FOR THEIR 18-WHEELERS! BUT WHY ARGUE?

THESE FOLKS WERE NICE ENOUGH TO GIVE ME A RIDE, AND I DON'T WANT ANYTHING TO SPOIL THEIR--

OPEN

Stan Lee PRESENTS:

VENOM IN THE TRUCKSTOP of DOOM!

PAT 'EM DOWN, JAKE! THEY MAKE ONE STUPID MOVE--

--KILL 'EM ALL!

DON UT JOY 50

SORRY NO MOUNTAIN OYSTERS!

WHAT TH--?

DAVID MICHELINIE	PARIS CULLINS	BUD LA ROSA
WRITER	PENCILER	INKER
PARKER TINSLEY	DANNY FINGEROTH	TOM DEFALCO
LETTERER COLORIST	EDITOR	EDITOR IN CHIEF

D-DON'T WORRY, ELLEN! I-I'LL PROTECT YOU AND LITTLE BOBBY!

YOU'RE MAKING A BIG MISTAKE, FRIEND!

PLEASE! DON'T START ANY TROUBLE! IF WE JUST LEAVE THEM ALONE, THEY'LL GO AWAY!

YOU GOTTA BE KIDDING.

NO! I OVERHEARD THEIR LEADER, GUY CALLED *SPANGLE!* HE SAID THEY'RE JUST AFTER MONEY!

TODAY'S SPECIAL

BUT WE DON'T HAVE--

NOT FROM *YOU!* THE WEEKLY *DEPOSITS* FROM THE LOCAL BANK!

AN *ARMORED CAR* STOPS HERE EVERY FRIDAY, LIKE CLOCKWORK! DRIVER'S GOT A THING FOR OUR *TURKEY SURPRISE!*

SO IF WE JUST STAY CALM, LET 'EM TAKE THE CASH--

--I'M SURE THEY WON'T HURT US!

YA GOT A SWEET MOUTH, DARLIN'! KEEP *USIN'* IT--

--AN' I MIGHT HAFTA SEW IT *SHUT!*

*

SHE'S NAIVE! FOR THESE MEN TO GET WHAT THEY WANT, *INNOCENTS* WILL BE THE ONES TO PAY!

PASTRY

I WAS INNOCENT MYSELF--

--BEFORE *SPIDER-MAN* SHATTERED MY LIFE! PERHAPS...

...I SHOULD HELP--

--CALL ON THE ALIEN SYMBIOTE THAT'S JOINED WITH ME-- BECOME *VENOM*!

BUT... THAT WOULD REVEAL MY WHEREABOUTS TO THE AUTHORITIES, COMPROMISE MY PRIMARY MISSION:

GETTING TO NEW YORK TO DESTROY *SPIDER-MAN*!

MAYBE THE WOMAN WAS RIGHT. MAYBE NO ONE *WILL* BE HURT, AS LONG AS--

PUNY LITTLE RUNT, AIN'T HE? PROB'LY GROW UP TA BE A COP!

DON'T TOUCH HIM, YOU SLIMY--

BAD MOVE.

AAGH!

NO!

BLAM

EASY, EDDIE! KEEP CONTROL!

HEY, SMILEY! THIS GUY'S GOT BLACK STUFF ALL OVER HIS FACE!

WHATSA MATTER, PAL?

YER MASCARA RUNNIN'?

WOULD YOU CARE TO STEP OUTSIDE... AND REPEAT THAT?

HEY, SPANGLE! WE GOT OURSELVES A HERO!

PABLO'S WATCHIN' THE CITIZENS!

LET'S HAVE US SOME LAUGHS!

RON'S DINER

RON'S DINER

DINER

OKAY, SMILEY, YOU PEGGED 'IM --

OPEN 24 HRS.

MACK

--YOU POUND 'IM!

JUS' CALL ME "MR. SLEDGE!" HEH-HEH--

--HEY! HE WASN'T WEARIN' GLOVES BEFORE!

THNT

KLISH

M-MY WRIST! MY-- EEEAAAGGH!

KRAK

hmngf?! MRG-GRG!

PLIP

H-HE THREW SOMETHIN' IN SMILEY'S FACE! SMOTHERIN' 'IM!

I'LL BLOW THE SUCKER TO KING-DOM--

PLIP

NO GUNS.

?!

GUNS HURT!

WHRRR-

RAK

OH, MY LORD! B-BLACK GOOP! FLOWIN' ALL OVER 'IM!

WH-WHAT THE DEVIL *ARE* YOU?!

WE WERE *HOPING* YOU'D ASK...!

WE'RE CALLED *VENOM*! AND WE'VE DECIDED TO PLAY THIS GAME--

--BY *OUR* RULES!

HE'S HIDIN' BEHIND THE RIGS! SPREAD OUT!

B-BUT--!

DO IT!

I KNOW SPANGLE'S THE BOSS--

--BUT THAT GUY IN BLACK AIN'T *HUMAN*! I-- huh?

D-DRAGGIN' ME UNDER THE TRAILER! T-TOO STRONG--!

HI!

HOW DO YOU LIKE *OUR* VERSION OF--

WHAMP

CHRUNK

--TURKEY SURPRISE!

NEARBY.

MAYBE SPLITTIN' UP WASN'T SUCH A HOT IDEA! THAT BIG GUY'S WEIRD!

HE COULD BE--

--ANYWHERE?

YOU LIKE TRUCKS?

GOOOOOD!

BECAUSE WE'VE GOT A *PRESENT* FOR YOU!

OH

NO

SMUSH!

HIGH GROUND! ALWAYS A GOOD MOVE! BE ABLE TO SPOT 'IM *EASY* FROM HERE! ONLY...

... WHERE ARE THE *OTHER* GUYS?

MAYBE THEY-- WAITASEC!

WHY'S THE *LIGHT* GETTIN'--

"--BRIGHTER?"

GOTTA JUMP CLEAR! ROLL FREE!

KRRUNP

TEXXON

COME UP SHOOTIN' BEFORE--

YAAAAAH!

KRUNCH

KRUNCH

AWW, DID WE BREAK *BOTH* OF THEM? ≥Tsk≤ AT LEAST LET US GIVE YOUR *CIGAR* BACK-- OOP!

SMOKING IS BAD FOR YOUR *HEALTH*!

WE'LL JUST LEAVE IT HERE.

B-BUT... THE *GASOLINE*--!

NO NEED TO THANK US!

YOUR *SMILING FACE* IS REWARD ENOUGH!

NO TIME... TO RUN! BUT--

AAAGH! THE PAIN--!

M-MY *ARMS*! CA... C-CAN'T REACH...

FWOOMB

STRANGERS IN THE NIIIGHT ♫

WHAT THE--?!

FHFFFFFF--

SSHHHOMP

YOU?! B-BUT, HOW--?

THEY GOT CARELESS.

I'M SORRY THIS HAPPENED, CHUCK.

I'M NO DOCTOR, BUT I KNOW A BIT ABOUT SURVIVAL.

FOR WHAT IT'S WORTH, I THINK YOU'LL PULL THROUGH.

BUT I HAVE TO GO. I'VE GOT SOMETHING TO DO, AND I CAN'T HANG AROUND TO ANSWER *QUESTIONS*. YOU'RE A GOOD MAN, CHUCK.

PROTECTING *INNOCENCE* IS THE HIGHEST OF GOALS. PROTECTING IT, YES...

SMEK

" ... AND *AVENGING* ITS LOSS!"

END.

MANHATTAN; THE LUSH PENTHOUSE APARTMENT OCCUPIED BY ONE NICHOLAS POWELL.

BZZZT

DOORBELL? THAT'S ODD.

NO ONE WAS ANNOUNCED, AND I'M NOT EXPECTING COMPANY.

AH. MUST BE ONE OF MY MANY LADYFRIENDS! YES, THAT'S IT!

RENALDO, THE DOORMAN, IS A ROMANTIC SOUL.

PROBABLY TOLD THE YOUNG LADY TO COME ON UP, THINKING I MIGHT ENJOY A LITTLE--

--SURPRISE?

EVENING, CHANCE! REMEMBER ME? I'M RAYMOND TRASK--

--THE MAN YOU TRIED TO KILL!

Stan Lee presents

THE MAN CALLED CHANCE™

in

SECOND CHANCE!

DAVID MICHELINIE WRITER

STEVE DITKO ARTIST

RICK PARKER LETTERER

BOB SHAREN COLORIST

DANNY FINGEROTH EDITOR

TOM DEFALCO EDITOR IN CHIEF

PERHAPS, A LITTLE SURPRISE OF MY OWN....!

EASY, NICK! I DON'T WANT TO *HURT* YOU--

-- I JUST WANT TO *HIRE* YOU!

IT TOOK A COUPLE OF MONTHS TO FIND OUT THAT YOU'RE THE COSTUMED HIT MAN CALLED "CHANCE," THE ONE WHO ATTACKED ME AT THE CHRISTENING OF MY YACHT, THE *TRASK DUCHESS*.*

* IN *AMAZING* #336. -- DANNY

BUT EVEN THOUGH *SPIDER-MAN* DROVE YOU OFF--

-- I WAS IMPRESSED. VERY IMPRESSED.

AND...?

I'VE RECENTLY LEARNED THAT ONE OF MY BUSINESS RIVALS PLANS TO HAVE ME *ASSASSINATED*!

KILLED DURING A PLEASURE CRUISE ABOARD THE *DUCHESS* TOMORROW AT NOON!

I WANT YOU THERE WITH ME, AS MY PROTECTOR! YES, I KNOW YOU DON'T CHARGE FOR YOUR SERVICES.

YOU *WAGER* THEM ON THE OUTCOME OF THE JOB!

SO I'M PREPARED TO GAMBLE $20,000 THAT YOU CAN'T HELP ME SURVIVE UNTIL ONE O'CLOCK TOMORROW!

I *LOST* MY BET TO KILL YOU, TRASK. HOW AMUSING TO EARN IT BACK--

--BY KEEPING YOU *ALIVE*!

TRASK ISN'T THE KIND OF MAN WHO FORGIVES AND FORGETS.

TK

HE'S A GAME PLAYER--ONE WHO MAKES HIS OWN *RULES!*

TAKING THAT BET WAS RISKY.

BUT THEN, RISK IS THE WHOLE REASON I BECAME--

-- CHANCE!

NOON; THE FOLLOWING DAY.

THERE'S THE *DUCHESS*, AT THE PRECISE COORDINATES TRASK PROVIDED!

BUT THE DECKS ARE DESERTED AND-- WAIT!

PORTS SLIDING OPEN! *WEAPONS* EMERGING!

THE GAME BEGINS...!

CHOOM

CHOOM

CH-CHOOM

CHOOM

FIRING SOME SORT OF *CANISTERS*? NO MATTER!

ANKLE THRUSTERS SHOULD PROVIDE ENOUGH MOBILITY TO AVOID--

WHA--? LAUNCHING STEEL NETS!

FSHANG

CLEVER!

BUT BY CYBERNETICALLY ROTATING MY WRIST BLASTERS TO LASER MODE--

--THEY BECOME LITTLE MORE THAN A CREATIVE ANNOYANCE!

TSSSSSSS

HMM, LASERS NOT STRONG ENOUGH FOR THE HULL! AND NEITHER ARE SHOT BURSTS!

HOW DOES THIS THING FLOAT WITH SO MUCH ARMOR?!

BETTER HEAD BACK TO-- WHOOP!

CH-CH-CHANK

DECK GUNS FIRING SPEARS! I'D BETTER BE MORE CAUTIOUS!

WHICH MEANS PAYING ATTENTION TO MY HELMET SCANNERS! AFTER ALL, THEY ALLOW ME TO SEE IN ALL DIRECTIONS AT ONCE! INCLUDING ABOVE, AND--

--BEHIND?

WHRRRR

TOO CLOSE!

BUT THAT HOLE BLASTED IN THE DECK GIVES ME AN IDEA!

ZVATCH

AH-HA! JUST AS I THOUGHT!

A WEAPONS SYSTEM SO VAST REQUIRES IMMENSE AMMUNITION SUPPLIES!

EXPLO

A FACT I MIGHT BE ABLE TO USE!

FIRST, ACID DARTS TO MELT A HOLE DIRECTLY OVER THE AMMO!

AND NOW THE TRICKY PART--MAKING MYSELF A BULLSEYE!

IT'S WORKING! AUTOMATED WEAPONS LOCKING ON! HAVE TO TIME THIS PERFECTLY!

TRUST MY INSTINCTS TO TELL ME WHEN THEY'RE ABOUT TO FIRE!

AND THEN--

--GET THE BLOODY BLAZES OUT OF THE WAY!

SO THAT THE SHIP WILL, IN ESSENCE--

"--SHOOT ITSELF!"

FA-BA

BWOOM

ATLANTIC CITY; A RATHER GARISH CASINO CALLED THE TRASK TEMPLE.

IT SHOULD BE ALL OVER BY NOW!

TRASK TEMPLE

POWELL HAS BEEN REPAID FOR HIS ATTEMPT ON MY LIFE--IN *FULL*!

TAKE NOTES, GENTLEMEN. YOU'VE JUST BEEN GIVEN A LESSON ON HOW TO ACHIEVE SUCCESS...

...WITH *STYLE*!

M-MR. TRASK! THE WINDOW--!

EH--?

TAP TAP

IT'S ONE O'CLOCK, TRASK!

SKARASH

LOOK OUT! HIS *BLASTER*--!

IF YOU WANT TO SEE 1:01, I SUGGEST YOU PAY UP!

S-S-SURE! T-TWENTY GRAND! NO PROBLEM!

AND...

I'M NO WELCHER, CHANCE! BUT I WON'T *FORGET* THIS!

NEITHER WILL I, MR. TRASK!

BET ON IT!

THE END.

MARVEL COMICS

ANNUAL

PART 2

THE VIBRANIUM VENDETTA

64 PAGES

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FACE IT, HEROES: IT'S ULTRON'S WORLD . . .

. . . WE JUST LIVE IN IT!

The SPECTACULAR SPIDER-MAN™

SPIDEY, PANTHER, AND IRON MAN . . .

. . . VERSUS ULTRON, KINGPIN, AND THE GHOST!

WAY COOL!

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PART 2

FEATURING:

the SPECTACULAR SPIDER-MAN®

The Ghost And The Machine
(The Vibranium Vendetta Pt.2)
◆◆◆
pg 2

The Outlaws in "Outlaw Justice Part Two"
◆◆◆
pg 31

The Rhino in "One Track Mind"
◆◆◆ pg 42

Petey in "With Babysitting Comes Great Responsibility"
◆◆◆ pg 55

ON A CAVERNOUS RESEARCH LAB ON THE CAMPUS OF EMPIRE STATE UNIVERSITY, THE ROXXON ENERGY CORPORATION HAS DEVELOPED THE MEANS TO SYNTHESIZE VIBRANIUM, A RARE ELEMENT THAT ABSORBS VIBRATORY ENERGY. THE MYSTERIOUS BEING CALLED THE GHOST HAS COME TO STEAL THAT SECRET; SPIDER-MAN AND BLACK PANTHER ARE HERE TO STOP HIM, AND SUNTURION WANTS TO KILL THEM ALL!*

MAYBE SOME WEBBING--

THWIP!

-- NUTS! FIRST THE GHOST, AND NOW THIS GUY!

SOMEONE MUST'VE HAD A SALE ON VANISHING CREAM!

YOU SOUGHT TO DESTROY ROXXON--NOW I'LL DESTROY YOU!

YOU'LL FIND THAT KILLING A GHOST IS MORE EASILY BOASTED ABOUT THAN ACCOMPLISHED!

ZHAM

NOT WHEN I CAN LOCK ON TO YOUR POWER BEAM AND SEND A STREAM OF MY OWN ENERGY BACK TO ITS SOURCE!

GHOST IS TAKING A MAJOR HIT! AND SUNTURION'S GOING CRAZY! WE'LL NEED A MIRACLE TO GET OUT OF THIS!

ONE MIRACLE--

--COMING RIGHT UP!

The GHOST and the MACHINE

THOUGHT I'D CHECK OUT ROXXON'S SECRET PROJECT! I'VE HAD MY SUSPICIONS ABOUT IT EVER SINCE THEIR PRESS CONFERENCE THIS AFTERNOON! AND FROM THE SOUND OF THOSE EXPLOSIONS--

--I THINK MY SUSPICIONS ARE ABOUT TO BE CONFIRMED!

*FOR DETAILS, SEE THE AMAZING SPIDER-MAN ANNUAL, STILL ON SALE. -- DANNY

STAN LEE PRESENTS:
THE VIBRANIUM VENDETTA: PART II

DAVID MICHELINIE -- WRITER
MARIE SEVERIN --- ARTIST
RICK PARKER ---- LETTERER
BOB SHAREN ---- COLORIST
DANNY FINGEROTH ---- EDITOR
TOM DEFALCO ---- EDITOR IN CHIEF

SYSTEMS ERRATIC! CIRCUIT'S FAILING! IT SEEMS I'LL HAVE TO TRIUMPH--

--ANOTHER DAY!

YOUR AGILITY KEEPS YOU ALIVE, WALL-CRAWLER! BUT BLACK PANTHER'S *QUICKNESS* WON'T SAVE *HIM*!

FOR WHILE HE'S SUCCEEDED SO FAR IN EVADING MY MICROWAVE BLASTS--

-- THE *MACHINERY* HE DARTS BEHIND OFFERS BUT THE *ILLUSION* OF SECURITY!

ONCE I'VE *ABSORBED* ITS TRANSMUTED MATTER, HE'LL BE AS VULNERABLE AS THE PROVERBIAL SITTING D--

SHRAK

--EEAAGH!

NICE SHOT, IRON MAN!
DON'T KNOW HOW YOU REVERTED TO SUNTURION, DEARBORN--
-- BUT APPARENTLY THAT WASN'T THE ONLY CHANGE! YOU WERE NEVER A KILLER BEFORE!
ALL WHO OPPOSE ROXXON MUST DIE! INCLUDING--
--YOU!
INNNNNN
=HNG= SH-SHOULD'VE SEEN THAT COMING!
THIS MICROWAVE PROJECTOR IS INVOLVED IN THE VIBRANIUM EXPERIMENTS! BUT AN ACCIDENTAL BLAST CAUSED ARTHUR DEARBORN'S TRANSFORMATION!
MAYBE ANOTHER CAN KNOCK HIM OUT! OR SOMETHING!
IF IT LOOKS LIKE I'M ACTUALLY HARMING HIM, I'LL STOP!
BUT, AS THINGS TURN OUT--
--THAT ISN'T NECESSARY!
L-LORD! D-DID I... HURT ANYONE?

WE'RE FINE, ARTHUR. AND... YOU?

THE SHOCK OF MY REGAINING MY LOST POWERS MUST HAVE TEMPORARILY AFFECTED MY JUDGEMENT!

CAUSED ME TO ACT IN *EXTREMES!*

BUT I'M ALL RIGHT NOW. LOOK-- I CAN EVEN CONTROL MY *METAMORPHOSIS* AGAIN!

I'M IN FULL CONTROL OF MY BODY *AND* MIND!

FREEZE! DON'T MAKE A-- *HOLY NED!* WH-WHAT'RE *THOSE* GUYS DOIN' HERE?

IT'S ALL RIGHT. EVERYTHING'S UNDER CONTROL.

THESE, UH, *GENTLEMEN* WERE JUST LEAVING!

I DON'T KNOW, ART. THE *GHOST* IS GONE--

--BUT MAYBE WE SHOULD HANG AROUND, FIGURE OUT WHY HE WAS HERE IN THE *FIRST* PLACE!

I APPRECIATE YOUR CONCERN, SPIDER-MAN, BUT THIS IS A *CLASSIFIED* AREA. AND TECHNICALLY--

--YOU *ARE* TRESPASSING!

NEXT TIME THAT GUY'S BACON NEEDS SAVING, MY PHONE IS OFF THE HOOK!

HE'S JUST BEING A GOOD EMPLOYEE, SPIDER-MAN.

RESTRICTED

AS A C.E.O. IN MY CIVILIAN IDENTITY, I CAN APPRECIATE THAT!

ALL RIGHT, LET'S GET THESE MEN TO THE CAMPUS INFIRMARY AND-- eh?

CLINK!

OH, UH, TH-THAT'S JUST A LITTLE *SOUVENIR*, SIR!

A PENDANT? MADE FROM MELTED COINS? YOU KNOW THE RULES ABOUT REMOVING COMPANY PROPERTY!

ONE MORE INDISCRETION LIKE THIS, AND YOU'RE *FIRED*!

LIBERTY

LIBERTY

UNITED

I'D BETTER INFORM MY SUPERVISOR, *JONAS HALE*, ABOUT--

--WELL, MAYBE NOT.

I USUALLY FOLLOW THE RULES-- I *BELIEVE* IN THE RULES.

BUT STILL...

...I'VE A BAD FEELING ABOUT THIS, OUR EXPERIMENTAL VIBRANIUM IS *UNSTABLE*. IN TIME, IT TURNS INTO *ANTARCTIC* VIBRANIUM, A SUBSTANCE THAT *MELTS METAL*!

MICROWAVE BEAMS *STABILIZE* THE SYNTHETIC SO THAT IT DOESN'T ALTER!

BUT IF IT *WERE* TO CHANGE UNEXPECTEDLY, THE RESULTS WOULD BE *DISASTROUS*!

MR. HALE ASSURES ME THAT NO UNTREATED VIBRANIUM WILL EVER REACH THE PUBLIC, HOWEVER! AND SURELY HE WOULDN'T... *LIE*?

PERISH THE THOUGHT!

THERE'S HALE, SPREADING PUBLIC RELATIONS *FERTILIZER* OVER EVERYTHING! WHAT'S HE *HIDING*?

MAYBE WE SHOULD USE OUR OWN CONNECTIONS, LOOK INTO THINGS, THEN MEET TOMORROW TO COMPARE NOTES.

AGREED.

AND SOON, AT A FAMILIAR SOHO LOFT...

AH, THE COMFORT OF HEARTH AND HOME!

MARY JANE? YOUR FAVORITE GUY IN TIGHTS IS BACK!

NO, NO, NOT *BARYSHNIKOV*..!

HUH. MJ'S GONE TO A PREMIERE WITH OTHER ACTORS FROM HER SOAP OPERA.

"THERE'S LEFTOVER SQUID IN THE FRIDGE."

OH, YUM!

IN THE NEXT HALF HOUR, LEARN HOW YOU, TOO, CAN EARN A MILLION DOLLARS RECONDITIONING GUILLO-TINES!

AH, THE LIFE OF A HERO. =SIGH=

WILL THE EXCITEMENT NEVER END..?

TV GUIDE

ENJOY THE LULL WHILE YOU CAN, WEB-SLINGER! BECAUSE UPTOWN, AT THE POSH OFFICES OF WILSON FISK--

--THE KINGPIN OF CRIME IS PREPARING SOME EXCITEMENT OF HIS OWN!

I RESEARCHED THE GHOST BEFORE HIRING HIM TO STEAL ROXXON'S SECRETS. I LEARNED THAT HE CAN BE A DANGEROUS ALLY! THAT'S WHY I HAD SENSORS HIDDEN BEHIND THESE WALLS!

I CAN ANALYZE HIS FUNCTIONS, AND PERHAPS DEVISE PROTECTION SHOULD HE DECIDE TO TURN--

--AGAINST ME?

SENSOR SCANS HAVE BEEN TRIED BEFORE. TRY IT AGAIN --

--AND I WON'T BE THE ONLY GHOST IN THIS ROOM!

MERE PRECAUTION. AND APPARENTLY NOT NECESSARY. IT SEEMS YOU'RE NOT AS FORMIDABLE AS I THOUGHT.

ACCORDING TO REPORTS, YOUR MISSION FAILED!

YOU DIDN'T SAY ANYTHING ABOUT SPIDER-MAN! OR THE OTHERS--!

NO MATTER. I'VE CHANGED YOUR OBJECTIVE, ANYWAY.

I NOW WANT YOU TO BRING ME A *SAMPLE* OF THE ARTIFICIAL VIBRANIUM, SO THAT MY OWN STAFF CAN ANALYZE AND *DUPLICATE* IT. IN THE PROCESS--

--YOU'RE TO DESTROY AS MUCH OF ROXXON'S HOLDINGS AS YOU CAN, SET THEIR RESEARCH BACK, IRREVERSIBLY!

GOOD PLAN. I LIKE IT. ESPECIALLY--

--THE "*DESTROY*" PART.

WILSON FISK SMILES, CONFIDENT THAT HE IS IN FULL CONTROL OF THE SITUATION...

...UNAWARE THAT ANOTHER PLAYER HAS ENTERED THE GAME...

MMMMMM

...A PLAYER WHO CHOOSES TO DWELL AS FAR AS POSSIBLE FROM THE WARMTH OF HUMAN COMPANIONSHIP.

MMMMMM

MMMMMMMMM

FOR INDEED, THIS PLAYER'S GREATEST JOY LIES IN THE FACT--

MMMMMMMM

-- THAT HE IS NOT HUMAN AT ALL!

THIS HIDDEN LABORATORY IS BUT ONE OF *MANY* I MAINTAIN AROUND THE GLOBE! AND ITS PURPOSE IS THE SAME AS THE ONE I RECENTLY ABANDONED IN *CALIFORNIA*--*

--THE MANUFACTURE OF A *SYNTHETIC ARMY*, WITH WHICH I SHALL RID THIS PLANET OF ITS BURDEN OF *FLESH*!

*SEE AVENGERS WEST COAST # 67. -- DANNY

IT WAS EASY ENOUGH TO ESCAPE THOSE *GUARDSMEN*, TO EVADE MY DATE WITH *THE VAULT!**

BUT TO ASSURE FULL AND FINAL VICTORY, I MUST BECOME EVEN *STRONGER!*

*IN *AMAZING SPIDER-MAN ANNUAL #25*.--D.

IF I CAN INCORPORATE ARTIFICIAL SOUND-ABSORBING VIBRANIUM INTO MY MAGNIFICENT *ADAMANTIUM* BODY, I CAN BECOME VIRTUALLY INVINCIBLE!

AND THIS PLANET WILL AT LAST BOW DOWN TO ITS *PROPER* RULER:

ULTRON-13!

MORNING; GRAD STUDENT *PETER PARKER* RETURNS TO E.S.U.

ROXXON'S PACKING UP? BUT, WHY?

HEY, PETE!

CHIP! ETHAN! WHAT'S UP?

OUR *SPIRITS*, PAL! ROXXON'S SHIPPING THEIR DATA AND LAB STUFF TO A MORE SECURE AREA!

THEY'RE STORING THEIR *VIBRANIUM* HERE FOR A WHILE, BUT IN ESSENCE--THEY'RE *SHUTTING DOWN!*

MAYBE NOW SOME ATTENTION WILL BE PAID TO *OUR* EXPERIMENTS IN ACCELERATING *PLANT GROWTH!*

YEAH! GOTTA GO, PETE! OUR LEAFY FRIENDS BECKON!

ROXXON

AND I'VE A LITTLE RESEARCH OF MY *OWN* TO DO!

NIGHT; AS PROMISED, THREE HEROES MEET TO SHARE THEIR FINDINGS. AS A RESULT--

ROXXON

R

--IRON MAN SOON SOARS OVER A VAST ROXXON COMPLEX ON LONG ISLAND--

-- WHILE HIS TWO PARTNERS "FLY" A BIT LOWER!

ACCORDING TO MY CONTACTS AT THE DAILY BUGLE, THIS IS WHERE ROXXON BROUGHT THE DATA FROM THEIR CAMPUS LABS!

JUST HOPE WE CAN GET IN, FIND WHAT WE WANT, AND GET BACK OUT WITHOUT ANY *TROUBLE!*

SPEAKING OF WHICH. AT A NEARBY OFFICE...

THAT'S RIGHT, MR. HALE. I HAVE SOME QUESTIONS ABOUT THE *SAFETY* OF--

VERY CONSCIENTIOUS, DEARBORN!

WHY DON'T YOU SEND A MEMO TO MY OFFICE? WE'LL TALK.

KLIK

YES... SIR.

BETWEEN PANTHER'S SKILLS AND MY SPIDER-SENSE, WE MADE IT PAST THE PERIMETER GUARDS! NOW TO GET TO THE ADMINISTRATION BUILDING AND--

ROXXON

WAIT! WIND'S CARRYING SCENTS! HOT WIRING! AND MACHINE OIL!

SO? WE ARE AT A LOADING DOCK!

LOADING ZONE

I'M AWARE OF THAT, SPIDER-MAN! BUT THE AROMAS DON'T ORIGINATE HERE! THEY COME FROM

"--BEHIND US!"

SQUAD! COMBAT ALERT!

SWEEP SCANS DETECTING--

--HUMANS!

TAKOW TAKOW TAKOW

"HUMANS"? THEN WHAT ARE THEY?

BEATS ME, T'CHALLA!

THWIP

ROXXON

BUT THEY'VE JUST KICKED OUR ELEMENT OF *SURPRISE* RIGHT OUT THE WINDOW!

AH, BUT AT EMPIRE STATE UNIVERSITY--

WATCHPOST SEVEN. ALL CLEAR.

--IN A BASEMENT STACKED HIGH WITH CRATES OF ARTIFICIAL VIBRANIUM --

-- SURPRISE STILL HAS ITS PLACE!

THE DESTRUCTION...

...WILL BE GLORIOUS!

FIRST, A SMALL SAMPLE TO SATISFY THE *GREED* OF MY "EMPLOYER", AND THEN-- EH?

PHSSSSS

IT APPEARS I HAVE A *RIVAL!*

GOOD!

THAT WILL MAKE MY *VICTORY* ALL THE SWEETER!

SHZAK

WHA-- *VANISHING?!*

I WAS PREPARED TO FACE IRON MAN! BUT I SUPPOSE--

--ONE METAL BLOWHARD WILL FALL AS EASILY AS ANOTHER!

THESE GUYS CAME FROM THE WOODS AFTER US! DON'T BELONG HERE ANY MORE THAN WE DO!

THEY COULD BE AFTER THE SAME PRIZE WE SEEK!

BUT, WHO SENT THEM?

SOMEONE WHO'S HANDY WITH TOOLS I'D SAY!

SPATT

TAKOW

THEY'RE ROBOTS!

IN THAT CASE TO USE AN AMERICAN COLLOQUIALISM--

--THE KID GLOVES ARE OFF!

SECURITY? DEARBORN!

INITIATE EMERGENCY EVACUATION "OMEGA"! IMMEDIATELY!

THESE 'BOTS BREAK EASY ENOUGH! BUT THERE'RE SO BLASTED MANY OF THEM!

FFTING!

TOO MANY! NOT ONLY HAVE THEY EXPOSED OUR PRESENCE TO THE ENEMY--

--BUT THEIR ATTACK IS GIVING ROXXON TIME TO TAKE *EVASIVE* MEASURES!

AND THE ECONOMY OF MY COUNTRY, *WAKANDA*, DEPENDS ON OUR DISCOVERING IF THAT SYNTHETIC VIBRANIUM IS LEGITIMATE!

I'D SAY *THESE* JOKERS ARE A PRETTY SOLID HINT THAT ROXXON'S OPERATION ISN'T *ENTIRELY* KOSHER!

SKORK

BUT IT'S NOT THE KIND OF EVIDENCE WE CAN TAKE TO *COURT!*

THEN WE'D BEST *GET* SOME! BEFORE ROXXON--

"-- MAKES SURE WE CAN'T!"

WISH WE COULD TAKE MORE, BUT THIS IS THE LAST OF THE TRULY VITAL DATA!

ALL RIGHT, FIRE UP THE ENGINES! LET'S ROLL!

HOWEVER...

I'VE BEEN IN A HOLDING PATTERN, ARTHUR, SPECIFICALLY TO PREVENT *THIS* KIND OF ESCAPE! PLEASE...

Roxx

R23A

...JUST SET THE CHOPPER DOWN!

SIR?

YOU KNOW WHAT YOU HAVE TO DO.

ZHOOM

PULSE BOLT'LL TAKE CARE OF *THAT!*

KBRAM

SHRAK

ROCKETS DIDN'T WORK, SIR!

I KNOW. AND I ALSO KNOW--

?!

--WHAT I HAVE TO DO!

ROXXON

THESE SELF-TARGETING ANSON GRENADES HAVE PROVEN QUITE EFFECTIVE AGAINST OTHER SHINY FOES!

THREE!

TWO!

ONE!

POOM POOM POOM

YOUR PUNY POWERS MAY STOP IRON--

--BUT YOU'LL HAVE TO DO BETTER AGAINST ADAMANTIUM!

Eh? VANISHING AGAIN?

ZZ-ZAK

THIS BECOMES TEDIOUS...!

BUT OCULAR LASERS AT THE PROPER INTENSITY SHOULD HAVE NO TROUBLE TRIGGERING--

FZZZZ

THE SPRINKLER SYSTEM?!

JUST AS I THOUGHT. YOU'RE INVISIBLE, BUT SOLID! SPRINKLER MIST IS BEING DISPLACED AROUND YOUR OUTLINE! AND WHAT I CAN SEE--

"--I CAN SLAY!"

SPRAKSH

THWOMP

=OONF=

CIRCUITS... NOT RESPONDING! C-CAN'T TURN INVISIBLE... OR INTANGIBLE! SYSTEMS TOO BADLY DAMAGED! CAN'T CONTINUE!

IT APPEARS--

--THAT I'LL HAVE TO RETURN MR. FISK'S DEPOSIT.

HOLY GEEZ! WE CAN'T HANDLE THIS GUY!

M-MAYBE WE SHOULD CALL THE AVENGERS!

K-BLAM BLAM

AVENGERS? I'M NOT PREPARED TO FACE THEM! AT LEAST--

--NOT YET!

THAT SEEMS TO BE THE LAST OF-- LOOK!

IRON MAN! TANGLING WITH SUNTURION! AND WE CAN'T REACH THEM!

WE'RE TOO EVENLY MATCHED! EACH COUNTERBLAST BEING DIVERTED!

WE'RE DEADLOCKED!

EH? SUNTURION BACKING OFF!

STARTING TO GLOW?

WHAT--

AGH! OMNIDIRECTIONAL ENERGY BURST! LIKE HE USED PROTECTING THAT ROXXON SPACE STATION.*

IF THE LENSES OVER MY EYE SLITS HADN'T AUTOMATICALLY POLARIZED, I'D BE *BLINDED!*

IN IRONMAN#143. --DANNY

BUT THE HELICOPTER WASN'T SO LUCKY! EDGE OF THE BURST IS TAKING OUT IT'S *ROTORS!*

OH, LORD! I-I DIDN'T MEAN TO--! MY POWERS! N-NOT GEARED FOR *RESCUE!*

IRON MAN--!

ROXXON

DON'T WORRY, DEARBORN! MAGNETIC FORCE FROM MY *UNI-BEAM* WILL LET ME SET YOUR CO-WORKERS DOWN WITHOUT HARM!

I... I APPRECIATE THIS, IRON MAN.

I MEAN THAT!

XON

BUT I'LL TAKE OVER NOW.

YOU ALL RIGHT, BILL?

I-I THINK SO, MR. DEARBORN. BUT I'D SURE LIKE TO THANK SHELL-HEAD *PERSONALLY*! WHERE'D HE GO?

GOOD QUESTION!

WHAT? YOU'RE USING A MOMENT OF CRISIS TO *DOWNLOAD* DATA FROM OUR COMPUTERS?! THAT'S DESPICABLE!

AND *ILLEGAL*!

STOP IT THIS INSTANT!

OR I'LL HAVE YOU ALL *ARRESTED*!

YOU MIGHT WANT TO THINK *TWICE* ABOUT THAT, DEARBORN! A TRIAL WOULD ONLY BRING OUT WHATEVER INFORMATION *ROXXON* IS TRYING TO *SUPPRESS*!

YEAH! AND BESIDES--

-- HE'S AN AVENGER, AND WE'RE *RESERVE* AVENGERS! WE'LL JUST SAY WE WERE TRYING TO SAVE YOUR INNOCENT EMPLOYEES FROM THOSE KILLER ANDROIDS!

OH, JUST... JUST...

...LEAVE!

ARTHUR'S A FRIEND--OF SORTS. I WISH WE WEREN'T ON OPPOSITE SIDES.

THERE COULD BE MORE *SIDES* THAN WE SUSPECT! AFTER ALL, SOMEONE *SENT* THOSE ANDROIDS!

SPEAKING OF THE DEVIL...!

EMPIRE STATE UNIVERSITY

POLICE

MY ARMY HAS CEASED TRANSMITTING FROM LONG ISLAND! AND SECURITY IS BEING INCREASED AT THE UNIVERSITY! THIS MAY BE MORE *DIFFICULT* THAN I ANTICIPATED.

THEN PERHAPS WE MIGHT HELP *EACH OTHER!*

WHO--?

I--I'M PEMBROKE. I REPRESENT THE KINGPIN.

THE *GHOST* REPORTED TO US BOTH YOUR WHEREABOUTS *AND* YOUR GOAL. YOU WANT THE ARTIFICIAL VIBRANIUM--WHILE MY EMPLOYER MERELY WANTS THE SECRETS OF ITS COMMERCIAL POTENTIAL!

YOU FAILED; *OUR* MAN FAILED. BUT IF WE WORK *TOGETHER*, WE MIGHT EACH GET WHAT WE WANT!

IT DISGUSTS ME, COLLABORATING WITH... *HUMANS*. BUT VITAL ENDS SOMETIMES REQUIRE UNPLEASANT *MEANS*.

THEY DON'T TRUST EACH OTHER.

BUT THEY DO *NEED* EACH OTHER.

FOR NOW...!

EPILOGUE: THE NEXT MORNING, EMPIRE STATE UNIVERSITY...

MAN, LOOK AT THE PHYSICS BUILDING! THEY'VE GOT MORE COPS OVER THERE THAN THE LOCAL DONUT SHOP!

GOOD!

MAYBE ALL THE HASSLE WILL GET ROXXON BOOTED OFF CAMPUS!

AND OUR AGRICULTURAL EXPERIMENTS CAN GET FUNDING FOR A CHANGE!

C'MON, LET'S GIVE THIS NEW WIDE-SPECTRUM MICROWAVE BOMBARDMENT A TRY. PRELIMINARY PROJECTIONS LOOK PROMISING.

GREAT! WE COULD USE SOME SUCCESS!

"SOME SUCCESS"? BUDDY, IF THIS TREATMENT WORKS, THE WORLD WILL NEVER BE THE SAME!

CLICK

WHILE IN THE BASEMENT OF THE NEARBY PHYSICS BUILDING, CRATES OF SYNTHETIC VIBRANIUM... CHANGE.

NAILS AND METAL BANDS SOFTEN, STARTING TO RUN.

AND THE WORDS OF AN EAGER YOUNG SCIENTIST BEGIN TO TAKE ON A WHOLE NEW MEANING:

"...THE WORLD WILL NEVER BE THE SAME!"

TO BE MIND-MELTINGLY CONCLUDED IN WEB OF SPIDER-MAN ANNUAL #7! ON SALE IN TWO WEEKS!

Stan Lee presents

THE OUTLAWS

OUTLAW JUSTICE PART 2

CENTRAL QUEBEC.

CHRUNCH

CAN'T YOU BONEHEADS READ?

SPRAK

NO TRESSPASSING

THE SIGN SAYS "NO TRESPASSIN'!"

DAVID MICHELINE writer

ALAN KUPPERBERG artist

RICK PARKER letters

ED LAZELLARI color

DANNY FINGEROTH editor

TOM DEFALCO editor in chief

OH, I GET IT!

YER JUST NEAR-SIGHTED!

BLAM

BLAM

AN' I LOOK LIKE AN ELK! DUMMIES!

BLAM

I'M THE SANDMAN!

BUT MAYBE YA CAN'T HEAR ME WITH ALL THIS NOISE!

SSSSHHH

CLOGGED-UP GUN BARREL OUGHTA SOLVE THAT!

WOMP

NOW LISTEN UP: HUNTIN' SEASON'S CLOSED!

SHHHUEF

I CATCH YA AROUND HERE AGAIN--

-- YER GONNA END UP ON MY TROPHY WALL!

THAT WAS EASY! IT'S WHAT I'M GOOD AT! YEAH...

...JUST ABOUT THE ONLY THING!

I TRIED GOIN' STRAIGHT, BUT COULDN'T HOLD DOWN A JOB!

THOUGHT I HAD IT LICKED WHEN THEY MADE ME A RESERVE AVENGER.!*

BUT I MANAGED TA SCREW THAT UP, TOO!**

*SEE AVENGERS #329. **AND AMAZING SPIDER-MAN #348.--D.

THAT'S WHEN I FIGURED I HAD TO PROVE MYSELF!

SO WHEN THESE FANATICS OFFERED ME WORK, I TOOK 'EM UP ON IT!

WHEN I FREE THAT HOSTAGE AN' SHUT DOWN BOUSSARD'S OPERATION--

--THE AVENGERS'LL HAVE TA TAKE ME BACK!

AH! MONSIEUR BAKER! WAS YOUR PERIMETER PATROL EVENTFUL?

COUPLA HUNTERS ON THE WESTERN RIM. I SENT 'EM PACKIN'.

EXCELLENT! AND NOW, *MA'AMSELLE LEBON*, AS I WAS SAYING--

--ARE YOU COMFORTABLE?

MY SOLDIERS HAVE TREATED YOU WITH RESPECT?

I... I WANT TO GO HOME!

OF COURSE. AS SOON AS YOUR *FATHER* RESIGNS HIS POST IN PARLIAMENT--

B-BUT, WHY *ME*? I HAVE NOTHING TO DO WITH POLITICS!

REGRETTABLE. BUT THE *FUTURE*

IS THAT NOT SO, MY FRIEND?

EH?

MISTER BAKER?

WHATEVER YA SAY,... BOSS.

WHILE SOME MILES AWAY...

INFILTRATION TEAM--REPORT!

OUR ENCOUNTER WITH SANDMAN CONFIRMS INTELLIGENCE DATA, MS. SABLE!

THOSE EXTREMISTS ARE HOLDING THEIR CAPTIVE AT THE OLD Sacre Croix MONASTERY!

GOOD WORK!

ROCKET RACER.! PROWLER.! SUIT UP!

WE'VE FOUND-- eh?

WHERE'S WILL-O'-THE WISP?

HERE, SILVER! I WAS MEDITATING--

--CONTEMPLATING THE *MORALITY* OF WHAT WE'RE ABOUT TO DO.

YOU'RE AN EMPLOYEE, WISP. DON'T THINK--DO!

NOW MOVE OUT.!

THAT GUY'S DOWNRIGHT SPOOKY!

HOPE WE CAN COUNT ON HIM WHEN THE CHIPS ARE DOWN!

NO SWEAT! HE BLUFFS OUT--

--WE GET MORE OF THE ACTION!

WHIPPED

YOU REALLY LIKE THIS SORT OF THING, DON'T YOU?

WHAT'S NOT TO LIKE? PAY'S GOOD, PACE IS FAST--

-- AND WE GET TO WEAR THESE OUTRAGEOUS OUTFITS!

THAT MAY BE FINE FOR YOU, BUT I'M A MARRIED MAN.

MY WIFE AIN'T THRILLED ABOUT ME BEIN' HERE IN THE FIRST PLACE! SHE FINDS OUT I'M GOIN' AGAINST THE SANDMAN--

-- SHE MIGHT KILL ME HERSELF!

NEVERTHELESS, A SHORT WHILE LATER AT SACRE CROIX...

THANKS.

YOU'RE WEL--

--EH?

GRENADES!

SMOKE GRENADES, M'MAN! TO KEEP YOUR ATTENTION--

BRAMM

-- WHILE I USE MINI-ROCKETS TO OPEN THE FRONT DOOR!

C'MON, GUYS!

I'LL TAKE POINT!

RANDOM TARGETS!

CHUD

BLAM

KRAK KRAK

HIT 'EM HARD!

KRAK KRAK KRAK

SSSSHUNK

CHOK

GOOD OL' ROCKET-POWERED PUNCH!

MIKE TYSON, EAT YOUR HEART OU--

--OOOWOOUUU!

S-SOME KINDA SONICS! M-MESSIN' UP MY SENSE OF BALANCE!

TO SAY NOTHIN' OF HURTIN' LIKE A SONOVA--

SHKRINK

THRUB

TH-THAT WAS TENSE, PROWLER! THANKS!

HEY, WE'RE A TEAM, AREN'T WE?

YEAH! BUT UNFORTUNATELY--

TAKATAKATOW

"--SO ARE THEY!"

TAKATAKATATA

"LOOK! THAT BALL O' LIGHT!"

Mon Dieu--!

"IT'S WILL!"

"AN' HE'S SPROUTIN' ARMS!"

"BUT... FOUR OF 'EM?!?

KA-BLOM

HE'S NEVER DONE THAT BEFORE!

TOLD YOU THE DUDE WAS SPOOKY!

'LEAST HE TOOK OUT THE LAST GUARDS!

NOW ALL WE GOTTA WORRY ABOUT IS--

"--SANDMAN!"

SORRY IT'S GOTTA BE YOU GUYS, BUT THESE GUYS HIRED ME TA KEEP ANY-ONE FROM GETTIN' IN!

AN' SINCE HEADBREAKIN'S THE ONLY THING I SEEM TA BE ABLE TA DO IN THIS BLOODY WORLD, I'M GONNA DO IT RIGHT! SO...

...WHO'S FIRST?

AND WILL MY SECRET PLAN WORK?

TO BE CONTINUED IN WEB OF SPIDER-MAN ANNUAL# 7!

Stan Lee PRESENTS:

THE RAMPAGING RHINO

ONE TRACK MIND!

NIGHTTIME IN NEW YORK CITY...

SKREEE

MONEY.

GERRY CONWAY
PLOT
TERRY KAVANAGH
SCRIPT
RON WILSON
PENCILS
BUD LAROSA
INKS
BRAD K. JOYCE
LETTERS
KEVIN TINSLEY
COLORS
DANNY FINGEROTH
EDITOR
TOM DEFALCO
EDITOR IN CHIEF

NOTE: THIS STORY PRECEDES THE DEADLY FOES OF SPIDER-MAN LIMITED SERIES.--DANNY

MONEY.

TOOM

DON'T SWEAT IT, *RHINO*. THERE'S ENOUGH *GOLD* IN THIS BANK VAULT TO--

MONEY!

YEAH, YEAH... AS SOON AS WE *CONVERT* THIS STUFF TO *CASH*, YOU'LL FINALLY HAVE ENOUGH BUCKS TO GET THAT RHINO ARMOR SURGICALLY *REMOVED* LIKE YOU WANT...

EXCUSE ME, DO YOU HAVE AN *ACCOUNT* HERE...?

uh-oh...

SPIDER-MAN--!

SO, WHAT'S UP, DOC...?

MONEY.

THAT'S SO CLICHÉ...

...THINK YOU COULD BE A LITTLE MORE SPECIFIC?

CASH.

OH... THANKS... THAT CLEARS UP EVERYTHING FOR ME.

SO WHAT COULD YOU NEED MONEY FOR ANYWAY, RHINO...?

YOU CAN ALWAYS CHARGE IT!

SKROOM

THE RHINO'S NUTS, RODNEY--!

LET'S GET THE @#%* OUT OF HERE, DON!

KOOK

NOT A BAD IDEA AT ALL...

PHOOF

...LET'S TAKE THIS *OUTSIDE* WHERE WE CAN DO LESS DAMAGE.

WHEN THAT ALARM WARNED ME THAT THERE WAS *TROUBLE* IN THAT BANK...

...I HAD NO IDEA THAT MEANT THE RHINO WAS ON A RAMPAGE AGAIN.

BUT I'M IN A BIT OF A *HURRY* TO GET HOME TODAY, SO--

SOMETIMES I REALLY WISH THAT RADIOACTIVE SPIDER HAD BITTEN SOMEONE ELSE...

KRASH

SOK!

RAAARGH!

:OOF:

ALWAYS FORGET... HOW FAST...RHINO... IS.

NEVER... MIND...

:AKK:

...HOW...STRONG.

:Uhhf:

:MMPH:

THWIP

P-PASSING... OUT...

CAN'T...EVEN... MOVE...YET...

SUBWAY

...BUT WEBBING... WON'T LAST LONG... AGAINST RHINO.

PHH MMPPH

WHA! 'APPENED... ?

THE RHINO... AS USUAL.

RRMMP

...AS SOON AS I GRAB THE REST OF THIS LOOT--

HOLD IT RIGHT THERE!

POLI

7874

DON'T EVEN TWITCH.

SO WHAT'S THAT GOT TO DO WITH US... ANYMORE ?

RIGHT BEHIND YOU, PAL...

ERMMPH

THIS ONE'S THE REAL THREAT...

GOT TO DISTRACT THE RHINO AWAY FROM THOSE COPS...

HOW'S THE WEB-SANDWICH, UGLY ?

SHHRRED

RRARGH

WHY DO I DO THAT...?

MONEY!

DON'T TRY IT, RHINO...

PLEASE.

HIS ARMOR'S BULLETPROOF--!

MONEY MONEY MONEY MONEY...

FALL BACK!

COME ON, RHINO--

--WON'T YOU LISTEN TO REASON?

GUESS NOT...

REEAAARGH!

AND SILLY OLD ME WAS SO ANXIOUS TO GET *HOME* TO MY LOVING WIFE...

KRAAANN KRAAANN

MONEY *MONEY* MONEY *MONEY*...

TIME TO PUT A *NEW SPIN* ON THINGS...

...AND REALLY TAKE THE *OFFENSIVE.*

OH, GREAT PLAN...

...I'M PRETTY SURE HE *ALMOST* NOTICED ME.

SKROOM

BOY, I KNOW I'M IN DEEP TROUBLE WHEN I CAN'T EVEN *OUTTHINK* A LUMBERING OAF LIKE THE RHINO--

WAIT A *MINUTE...*

MONEY!

IF I CAN *TIME* THIS JUST *RIGHT*...

...THE RHINO WILL DO MY JOB *FOR* ME.

CRASH

HE WAS TOO *SINGLE-MINDED* IN HIS PURSUIT TO *NOTICE* THIS WEAK TEMPORARY WOOD COVERING...

AK!

...OVER THE *UNDERGROUND SUBWAY CONSTRUCTION.*

AT LEAST I'VE *EXPANDED* YOUR INTERESTS SOME, RHINO--

--NOW IF I CAN JUST KEEP YOU *BUSY* LONG ENOUGH TO...

KILL!

RRUMBLE

?

VE LINE

RRYUUMBLE

KRAKOOM

THE RHINO'S BEING *BASHED AROUND* FROM TRAIN TO TRAIN...

OUCH...

...OUCH!

Bank

KRATOOM

KRATOOM

THE GG LINE PUT HIM *OUT* LIKE A LIGHT.

THEN THAT JUST LEAVES...

...THE RHINO'S ZOOKEEPERS.

THWIP

DID YOU SAY "THWIP," RODNEY?

:RRMPH:

AND, I MUST SAY, HE'S HANGING AROUND WITH A MUCH LOWER CLASS OF SCUM LATELY.

SOON...

--THIRTY-FOUR, THIRTY-FIVE, THIRTY-SIX--

SORRY TO BOTHER YOU, MA'AM, BUT I'M LOOKING FOR THE EVER-LUSCIOUS MARY JANE WATSON-PARKER...

--NINETY-NINE, ONE HUNDRED.

...I THINK THIS BELONGS TO HER.

MY WEDDING RING--?! YOU FOUND IT!

THE RING WAS BACK IN YOUR DRESSING ROOM ON THE SET OF "SECRET HOSPITAL."

OH, HOW CAN I EVER THANK YOU...?

I WAS SO AFRAID I'D LOST IT... AND PETER WOULD NEVER HAVE FORGIVEN ME--

--WOULD YOU?

IN A SECOND PROBABLY, YOU LITTLE VIXEN...

...BUT LET'S GET BACK TO "THANK YOU."

WHAT TOOK YOU SO LONG, ANYWAY, TIGER...?

"I JUST HAD TO TIE UP SOME LOOSE ENDS ALONG THE WAY."

ARRMPH!

THE End.

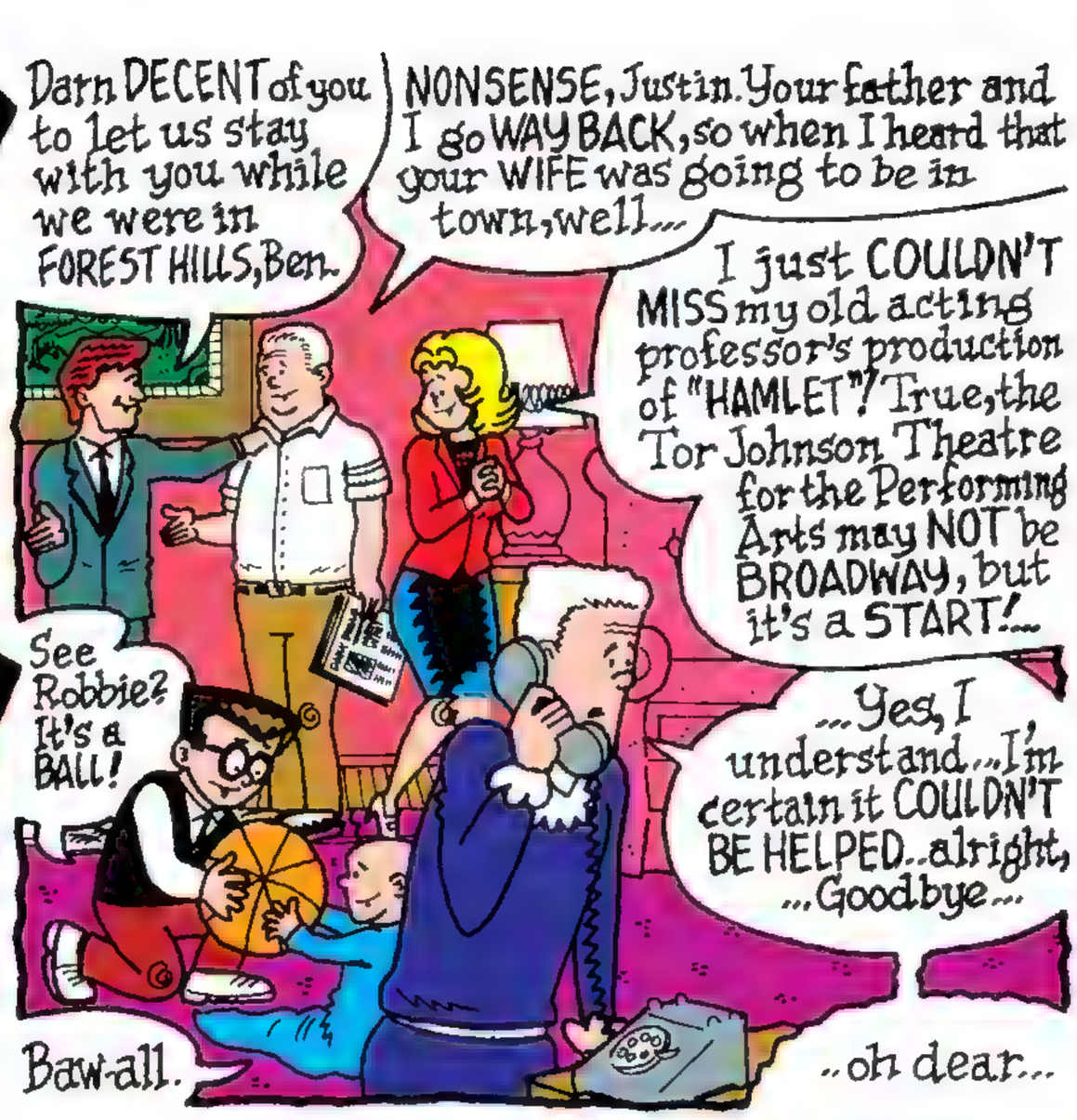
Stan Lee PRESENTS

Petey

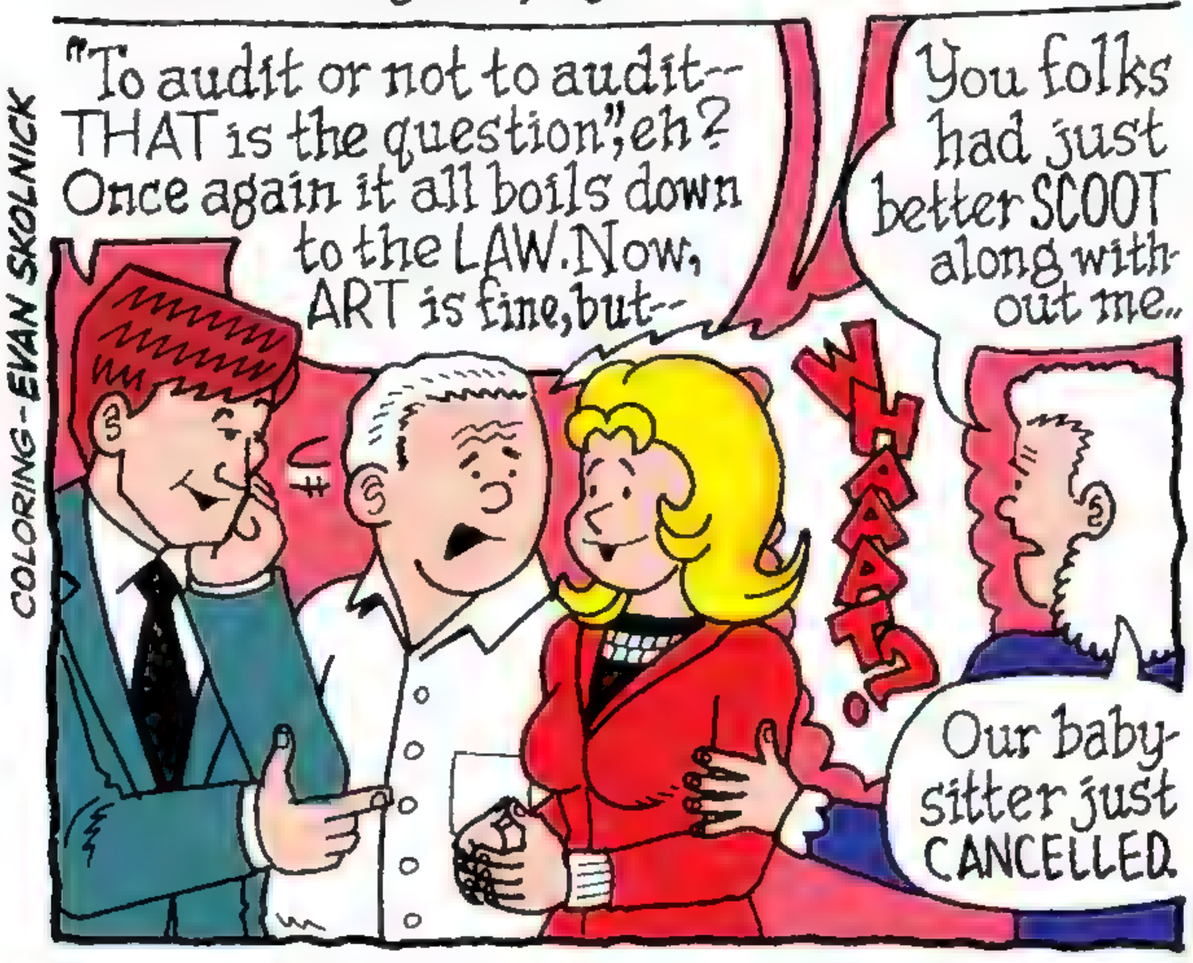
the ADVENTURES of PETER PARKER LONG BEFORE HE BECAME SPIDER-MAN!

in "With Babysitting Comes Great Responsibility!!"

by FRED HEMBECK 1991



I find Shakespeare SO EXCITING, don't you? And I'm ESPECIALLY excited about the professor's idea of setting the play inside the world of the I.R.S!



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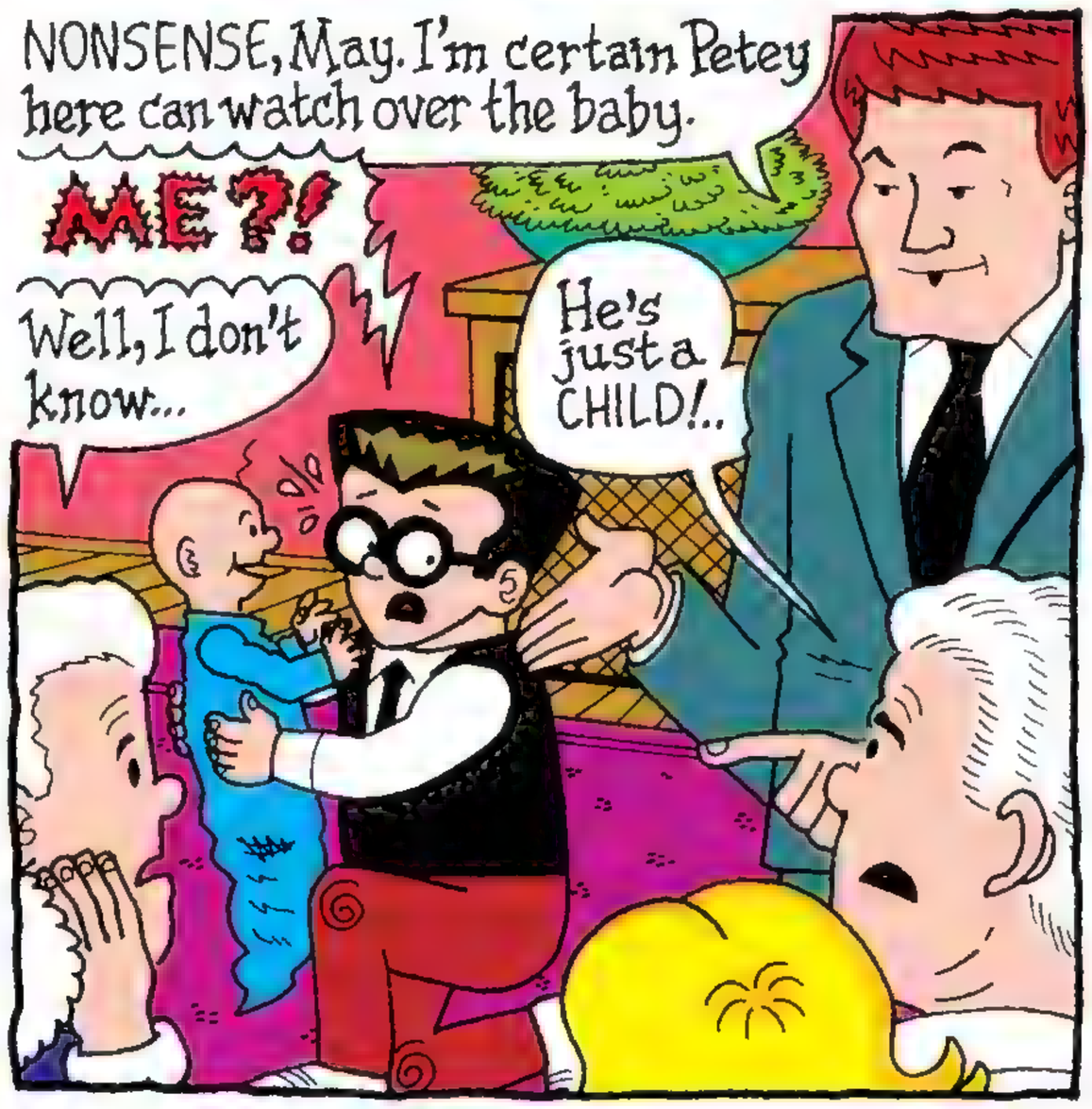

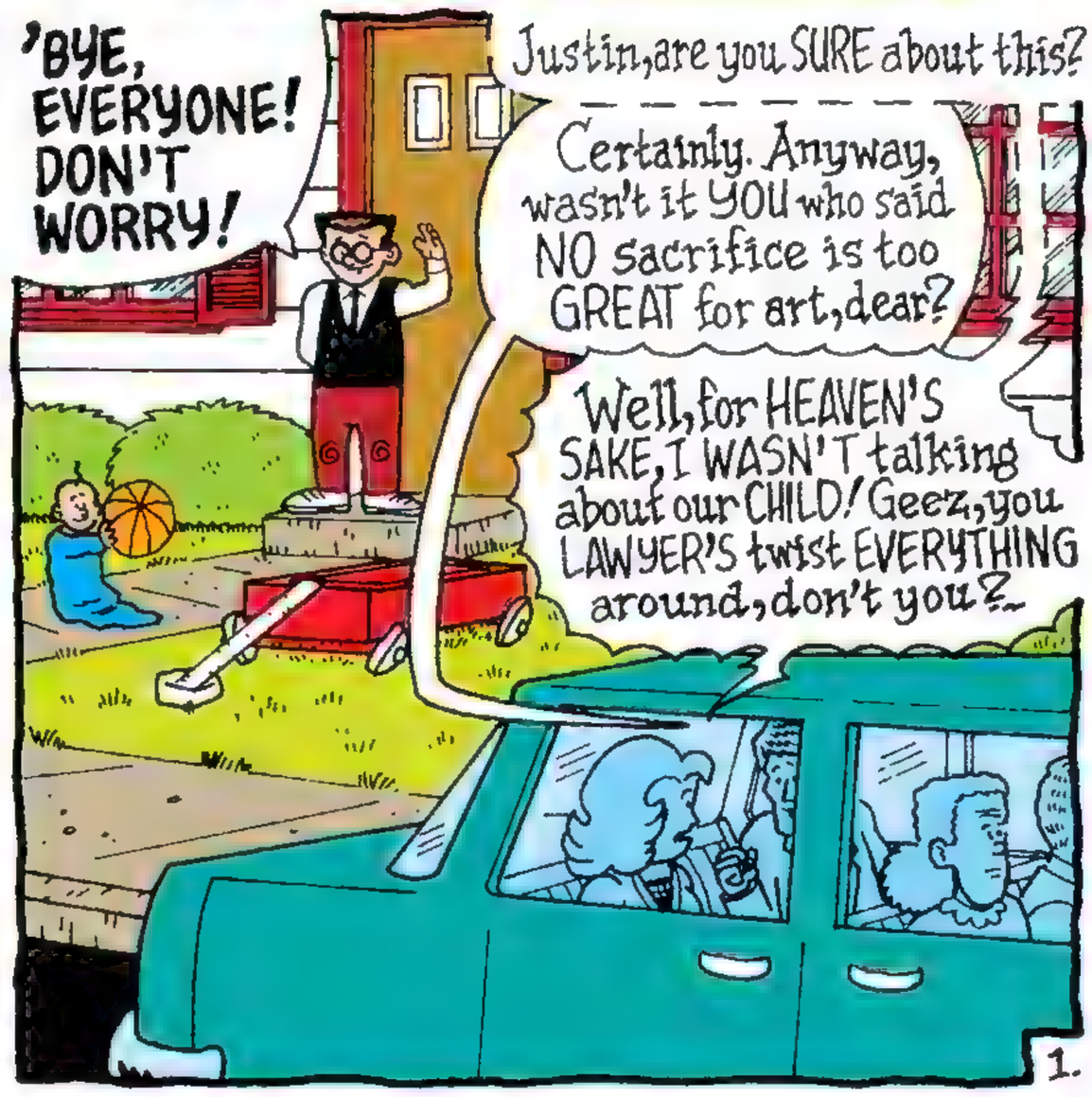

Well, kid, it looks like it's just you and me--

Baw-all.

Right. AND the ball. So, what do you wanna do NOW? What's your SPEED?..

Speed.

HEY, LOOK! IT'S LIZ and FLASH!

Only-- WHERE are they GOING in such a HURRY??

WHOA, Liz-- Where's the FIRE??

No fire. =puff puff= FREE banana splits down at the =puff puff= soda shop. Flash heard about it on the =puff puff= RADIO.

But-- WHY?

Don't know. =puff puff= Don't CARE. But the offer IS limited, so we've gotta =puff puff= RUN.

LIZ! C'MON!

Wanna JOIN us?

I... I... CAN'T...

Well, if you CHANGE your mind...

LIZ!!

OKAY, OKAY!

...I GOTTA BE RESPONSIBLE..

Of course, prices being what they are these days, PASSING UP a FREE banana split would be HIGHLY IR-RESPONSIBLE!

C'mon, Robbie! We've really gotta SPEED UP if we don't wanna miss out on OUR share of RESPONSIBILITY!!

SPEED!

We're ALMOST=puff puff= there kid. Right around this=puff puff= CORNER...

I just hope this GIVEAWAY hasn't made things TOO--

!?!

..crazy?..

SHOP

WJM

FLASH?LIZ?Just what the HECK is GOIN' ON HERE??

WALLY WISECARD is here taping his TV SHOW!

Yeah, and anybody chosen to appear on his "Kid's Sure Are Goofy" segment gets a FREE banana split! YUM!

"Wally Wisecard"? "Kids Sure Are Goofy"? I don't think my Aunt OR Uncle watch THAT program --what's it all about?

Oh, it's pretty much like a regular, boring TALK SHOW--

--EXCEPT for the part where he asks kids DUMB QUESTIONS so's he can get ANSWERS that the grownups can LAUGH AT. It's the MOST POPULAR part of the show.

Yeah, and it's pretty DEMEANING, too.

Then WHAT are we all DOING here?

Hey, for a FREE banana split, we can AFFORD to be DEMEANED a bit!

YEAH! HEY, WALLY --TALK TO ME!

No--ME! Ask ME a STUPID QUESTION-- PLEASE!

ME! ME!

Is my tie STRAIGHT? Is my TOUPEE on okay?

You look FINE, Wally. Now, find a KID, and let's roll tape.

Why don't we start with THIS adorable young fellow who brought his BABY BROTHER all the way down here to meet Wally Wisecard?

"BABY BROTHER"?

PGrS

HOURS.

Robbie's not my--

BUTTON IT, kid--

--You'll get your chance to YAMMER once the camera's rolling

Positions, Mr. Wisecard.

Oke Doke.

BUT!--

Hiya, Hiya, HIYA! It's yer ol' buddy, Wally Wisecard, and we're comin' to ya today from outside of POP'S SODA SHOP in Forest Hills where we're sure to prove one more time-- KIDS SURE ARE GOOFY!

I guess the name Wally Wisecard means EXCITEMENT for the WHOLE family because it looks like THIS junior citizen brought his BABY BROTHER along to meet yers truly!

But...

How about telling the VAST viewing audience at home your name, my boy?

Petey Parker.

Look, Mr. Wisecard, I think there's been some mist--

Call me Wally, son.

Petey, you look like a SMART young man. Tell me, did your folks ever INFORM you as to where THIS pint size package CAME FROM?

Sure.

Oh, REALLY?! heh! Well, MAN TO MAN, would you mind telling ME just exactly WHERE this tiny tot ORIGINATED?

Sure. Astoria, Queens.

WHAT?!

"ASTORIA, QUEENS"?!?

Uh huh-- That's where his PARENTS live.

HIS PARENTS??

But--but I thought you said he was YOUR baby brother??

No, YOU said that-- I never did.

Look, can I have my FREE BANANA SPLIT now? I've got to get Robbie back soon.

CUT!!

Does that mean "NO", Wally?..

Take it EASY, Mr. W.

G!?#

Don't worry, boss. We'll get it on the NEXT take.

This is SUPPOSED to be the segment where I make the KIDS look STUPID--

--NOT VICE VERSA!!

..grrrrr..

BAD NEWS, Mr. Wisecard. Looks like we're going to HAVE to use that piece. In fact, we're going to have to STRETCH this SEGMENT to fill the ENTIRE program!

WHAT?

WHY you idiot?

It seems that the LOCAL facility we were going to use to shoot today's interior portion has been plagued by a MASSIVE power failure..

--In fact, ALL the events scheduled for today at the Tor Johnson Theatre for the Performing Arts have ALREADY been CANCELLED...

!

OMIGOSH! That's where Aunt May, Uncle Ben and the Baldwins went! But if EVERYTHING is cancelled?!

NICE job, Petey!

Yeah, Parker-- even I'VE gotta admit you did a GREAT job making HIM look goofy for a change!

I GOTTA GET OUTTA HERE!

Okay kids, who's NEXT?

HEY! You're not gonna SPLIT without your Banana Split, are you?

ME, Mr. Wisecard, ME!

Why, I can say GOOFY things without even TRYING!

If I don't get back before THEY do!--shudder--

SPEED!

Well, it's my RESPONSIBILITY to TRY!..

Why, MR. JAMESON, what a PLEASENT SURPRISE, running into you like this!

Hello, Mrs. Toole.

POW

Whee! SPEED!

...'scuse me.

I sit corrected. Being RUN INTO is ALWAYS a SURPRISE, but I must say, it ISN'T always PLEASANT!

..whew..

G!?#

"DON'T WALK"?

DON'T WALK

Okay, I'll RUN!

SKREEEE

CRASH

WHEE!

G!?#

CRASH CRASH

Oboy, Oboy, OBOY!

We're gonna =puff puff= MAKE IT, kid, we're gonna MAKE IT!

SPEED! SPEED!

SLAM

whew! That sure was CLOSE!

Baw-all!

Ah! Here they come NOW! Gotta remember to act NATURAL...

--terribly sorry about your CAR, Ben.

Nonsense--that's what BUMPERS are for. I'm just SORRY Maddy had to MISS her play.

ATLAS SHRUGGED by AYN RAND

Well, there's always tomorrow.

eh?

Gosh, what are you folks.. er.. doing home so EARLY?

POWER FAILURE at the theatre--can you BELIEVE it?

No! REALLY?

COME TO MOMMY, ROBBIE BABY!

heh..

SPEED!!

Little Robbie here looks like he's none the worse for wear. It seems like you've JUSTIFIED my FAITH in you, young man.

Why, er, THANK YOU, sir.

It's just TOO BAD not EVERYONE your age is so RESPONSIBLE. Why, on the way home, we were involved in a MULTI CAR ACCIDENT. Oh sure, it was just a FENDER BENDER, but the IRRESPONSIBLE little trouble-maker who CAUSED it by pulling his WAGON out into traffic didn't know that.

eep...

And can you believe it? The people in the car at the light said he was towing a BABY in it! How RECK-LESS can you get?? It was just sheer luck that no one was hurt and damage was so minimal, but it was BAD luck that I didn't get a decent look at that little FELON! Why, if I could just get my HANDS on that little--

You can do your CAMPAIGNING for DISTRICT ATTORNEY later, dear. Can't you see that you're FRIGHTENING the young man?

Oh, I'm SORRY, lad..

...IT'S OKAY, SIR...

...this really has NOTHING to do with YOU.

In fact, I believe those who DO do a good job should be REWARDED--

Gosh, sir, that's REALLY NOT necess--

So I want you to have THIS. Go ahead--TAKE IT. Take it down to your local SODA SHOP and buy yourself the LARGEST BANANA SPLIT they make-- you DESERVE it!!

No, sir, I don't...

eh?

WHAT do you mean??

Er, just that I was doing you a FAVOR, Mr. Baldwin. You don't have to PAY ME to do you a favor Uh uh. Nope. Not necessary. ...heh...

Nonsense. I INSIST, and I WON'T take "NO" for an answer.

O..okay.

Now, SCOOT. You've done ENOUGH for today!

Gosh, Robbie, this doesn't seem RIGHT, but maybe if nobody knows what REALLY happened, everyone'll be HAPPIER--

--ESPECIALLY ME!

Baw-all!

=sigh=

Guess I'd better go while I've got the CHANCE...

SPEED!

Well, there IS one good thing about getting home this EARLY, Justin...

Yes, Maddy...

--you folks wouldn't mind if we watched our FAVORITE TV program, The WALLY WISECARD SHOW, would you?

Why, no, of course not.

Baw-all!

I just ADORE when he talks to the CHILDREN...

..you ALWAYS find out things about them that you just NEVER knew!...

..speed baw-all..

Yes, folks, young ROBBIE BALDWIN will soon grow up to become the NEW WARRIOR known as..

SPEEDBALL!

..Oh.. my.. ..gosh..

PETEW!

...DID... SOMEONE ..CALL.. ME?

..And THAT'S how young Petey Parker learned that with GREAT IRRESPONSIBILITY comes a GREAT DEAL OF TROUBLE--

--the KIND of trouble that ALWAYS comes back to haunt you (and to HURT you) in--

THE END!

MARVEL COMICS

ANNUAL

PART 3

THE VIBRANIUM VENDETTA

64 PAGES

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PART 3

WEB OF SPIDER-MAN

The Machine And The Man
(The Vibranium Vendetta Pt.3) ◆◆◆ pg 2

Rocket Racer in "Fast Feud II: Speed Demon's Revenge" ◆◆◆ pg 31

The Origin of Venom ◆◆◆ pg 43

The Origin of the Green Goblin ◆◆◆ pg 47

The Origin of the Hobgoblin ◆◆◆ pg 50

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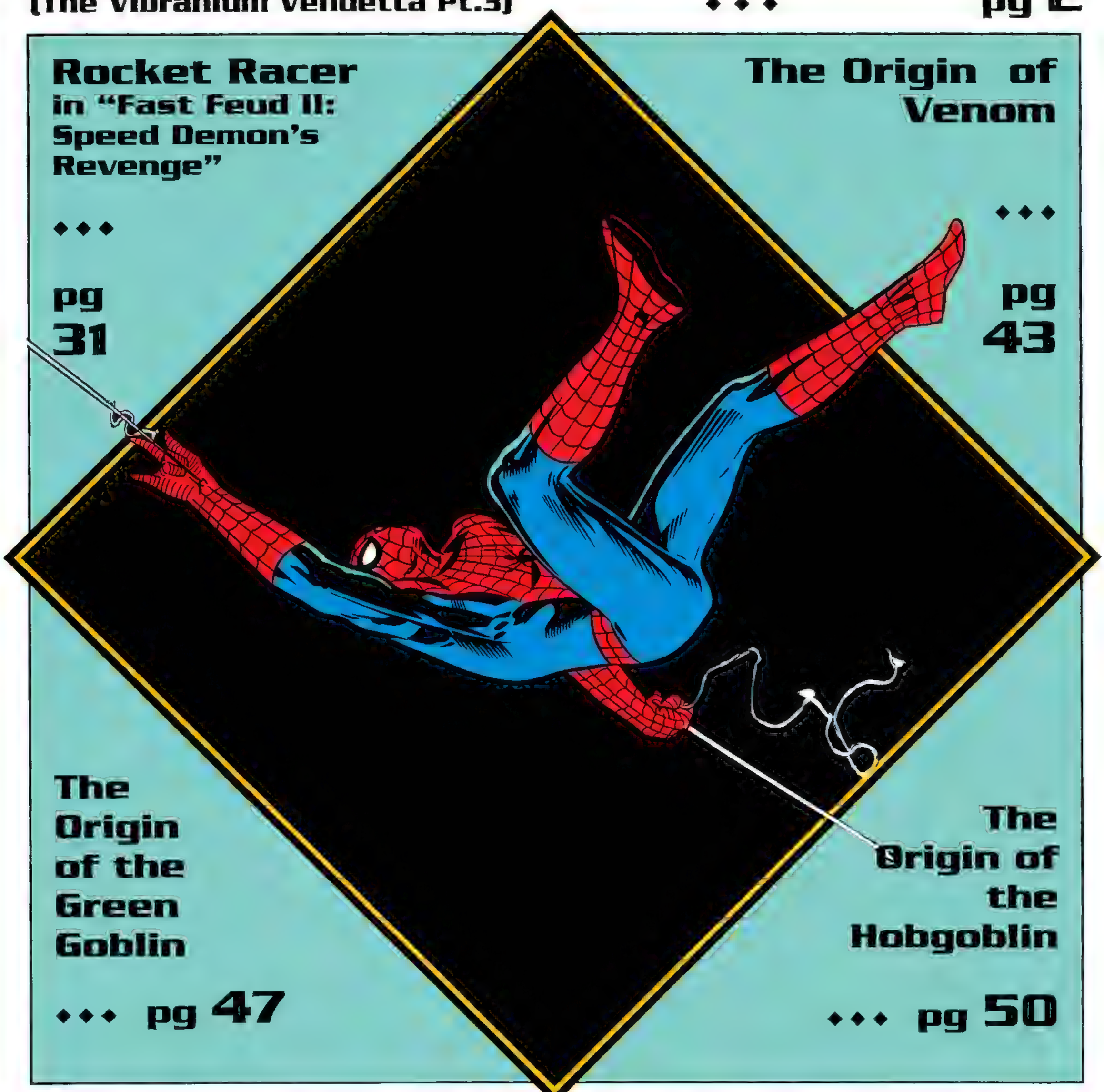

WILSON FISK IS A POWERFUL MAN. HE DID NOT INHERIT THE TITLE OF NEW YORK'S "KINGPIN OF CRIME"--

--HE EARNED IT.

AND HAS RETAINED IT THROUGH A DEFT COMBINATION OF BRILLIANCE, GREED, AND INTIMIDATION.

WHICH IS WHY THESE GUARDS INSIDE HIS MIDTOWN OFFICE BUILDING STAND FAST AS AN OMINOUS, WHIRRING FIGURE STRIDES THROUGH THEIR MIDST; THEY WERE ORDERED TO. FOR IF NOT--

--THEY'D SCATTER LIKE FLUSHED QUAIL!

I DISLIKE THIS, FISK! THIS MASQUERADE! THIS PARADING ABOUT LIKE A COMMON... HUMAN.!

I'LL HAVE IT NO MORE!

FSSSASH

REALLY, ULTRON-13, YOU SHOULD THANK ME. AFTER ALL, HAVEN'T I PROVIDED YOU WITH A WONDERFUL OPPORTUNITY TO EXERCISE YOUR PASSION--

--FOR DRAMATIC ENTRANCES?

STAN LEE PRESENTS: THE VIBRANIUM VENDETTA PART III

THE MACHINE AND THE MAN

DAVID MICHELINIE
WRITER
GUANG YAP
PENCILER
K. AIKEN & B. LAROSA
INKERS
RICK PARKER
LETTERER
BOB SHAREN
COLORIST
DANNY FINGEROTH
EDITOR
TOM DEFALCO
EDITOR IN CHIEF

I ASKED THAT WE DISCUSS SPECIFICS HERE BECAUSE I'M A *BUSINESSMAN.*

AND CONDUCTING BUSINESS IN A *SEWER*-- THE LOCALE *YOU* TEND TO FAVOR-- SEEMED RATHER UNSAVORY.

TIK

BUT TO WORK: WE'RE BOTH AFTER THE SAME THING-- THE ARTIFICIAL *VIBRANIUM* RECENTLY DEVELOPED BY THE *ROXXON ENERGY CORPORATION.*

YOU WANT IT TO ADD STRENGTH TO YOUR ADAMANTIUM BODY; I WANT IT--

-- FOR THE IMMENSE *PROFIT* IT PROMISES.

OUR PREVIOUS ATTEMPTS FAILED. WHICH IS WHY I PROPOSED *JOINING FORCES.* MY CONNECTIONS CAN GET YOUR MINIONS CLOSE TO THE HEAVILY-GUARDED VIBRANIUM STORES AT EMPIRE STATE UNIVERSITY. IN RETURN--

-- YOU'LL BRING ME A *SAMPLE* OF THE MINERAL SO THAT MY SCIENTISTS CAN ANALYZE AND DUPLICATE IT. AGREED?

ALLIANCE WITH A HUMAN IS A REVOLVING CONCEPT, BUT NECESSARY FOR THE ULTIMATE GOAL! BESIDES, WHEN I'VE AT LAST ERADICATED *ALL* HUMANITY FROM THE EARTH--

-- KINGPIN WILL NO LONGER BE A PROBLEM!

AGREED.

SPLENDID! I'LL RING FOR MY VALET, PROVIDE YOU WITH A NEW DISGUISE SO THAT YOU CAN RETURN TO YOUR *LAIR* UNDETECTED.

SOMETHING IN AN *8Z LARGE* PERHAPS...?

BUT OTHER ALLIANCES ARE ALSO AT WORK THIS DAY. FOR IN A LABORATORY AT THE MANHATTAN BRANCH OF STARK ENTERPRISES--

-- THERE GATHERS A CONFEDERACY OF HEROES:

IRON MAN, THE BLACK PANTHER, AND THE AMAZING SPIDER-MAN!

I'M AFRAID DATA IS RATHER *LIMITED.*

THOSE COMPUTERS ROXXON WAS REMOVING FROM THEIR LONG ISLAND FACILITY * PROBABLY CONTAINED EVERYTHING WE NEED--

*IN SPECTACULAR ANNUAL #11.--DANNY

-- BUT *ARTHUR DEARBORN* BROKE MY CONNECTION BEFORE I WAS ABLE TO DOWNLOAD VERY MUCH!

HE'S PRETTY FORMIDABLE EVEN WHEN HE'S NOT *SUNTURION!*

ALL WE'VE REALLY LEARNED IS THAT THERE'S SOME TYPE OF *INSTABILITY* IN THE PROCESS THAT SYNTHESIZES SOUND-ABSORBING *VIBRANIUM.*

UNTIL NOW, VIBRANIUM WAS FOUND ONLY IN THE AFRICAN KINGDOM OVER WHICH I RULE-- *WAKANDA!*

ROXXON CAN BE UP TO *NO GOOD*, I SAY WE *CONFRONT* THEM, TRY TO *BLUFF* THEM INTO CEASING PRODUCTION!

EASY, T'CHALLA! I KNOW WAKANDA'S *ECONOMY* IS THREATENED BY ARTIFICIAL VIBRANIUM!

BUT ROXXON CAN BE A *DANGEROUS* FOE!

WE'D BEST MAKE SURE OF WHAT WE'VE GOT BEFORE WE PLAY OUR HAND!

Y'KNOW, WHAT FASCINATES *ME* ABOUT THIS INFO--

--IS THAT SYNTHETIC VIBRANIUM SEEMS TO BE A COMBINATION OF MINERAL *AND* ORGANIC MATTER! THAT COULD OPEN ALL SORTS OF AREAS FOR RESEARCH!

MAYBE. BUT RIGHT NOW I'M MORE CONCERNED ABOUT *PRACTICAL* PROBLEMS!

LIKE THOSE *ANDROIDS* WE FOUGHT AT THE *ROXXON* COMPOUND! SOMEONE ELSE SEEMS TO BE AFTER THE SAME THING *WE* ARE!

BUT... *WHO?*

ANSWER:

HMMMMMMM

FLAMP

WHO ELSE?

PERFECT!

RENEWABLE, UNCOMPLAINING, OBEDIENT TO A FAULT!

THE PERFECT *ARMY!*

AND SOON TO BE THE PERFECT *POPULATION* FOR THIS ENTIRE WORLD!

FOR ONCE I'VE MELDED SYNTHETIC *VIBRANIUM* WITH MY MAJESTIC ADAMANTIUM FORM, I'LL HAVE THE EDGE I NEED TO CONQUER THIS PUNY PLANET! AND WHEN I DO--

--ALL FLESH WILL DIE!

BUT FOR THE MOMENT, ON THE CAMPUS OF EMPIRE STATE UNNERSITY, STILL-LIVING FLESH CORDONS OFF A BUILDING WHOSE BASEMENT HOUSES THE VAST STORES OF ALREADY-SYNSTHESIZED VIBRANIUM.

WHILE IN A NEARBY SCIENCE BUILDING, PETER PARKER WALKS.

AND WORRIES.

BLACK PANTHER WAS SUPPOSED TO MEET ME--AS *SPIDER-MAN*--AFTER CLASS!

WE WERE GOING TO JOIN IRON MAN TO FIGURE OUT OUR NEXT MOVE!

BUT T'CHALLA HASN'T SHOWN UP! AND THAT'S NOT LIKE--

--eh?

WE DID IT! IT WORKS!

MAYBE!

C'MON, ETHAN, THIS WIDE-SPECTRUM *MICROWAVE* BOMBARDMENT IS JUST WHAT WE--

WHAT'S UP, GUYS? SUCCESS ON THE *AGRO* FRONT?

THAT'S WHAT WE'RE TRYING TO *DETERMINE*, PETE! TAKE A LOOK AT THIS DISPLAY FROM THE ELECTRON MICROSCOPE!

YEAH! DOESN'T IT LOOK LIKE THERE'S BEEN SOME GROSS ELONGATION IN THE STAMEN CELLS?

UH, GEE, CHIP--

--BOTANY REALLY ISN'T MY FIELD!

DOESN'T MATTER! THE RESULTS ARE OBVIOUS-- AT LEAST TO ANY RATIONAL OBSERVER!

THOSE CELLS WERE THIRTEEN TEKAMETERS LONG BEFORE THE TREATMENT, AND NOW THEY'RE FIFTEEN!

AND I SAY THEY WERE FIFTEEN ALL ALONG! YOU JUST READ THE FIVE AS A THREE!

>SIGH< DEDICATED SCIENTISTS...

...TOTALLY OBLIVIOUS TO WHAT'S GOING ON RIGHT OUTSIDE THEIR WINDOW!

AH, WELL, THE GUYS' EXPERIMENTS ARE IMPORTANT.

THEY'RE TRYING TO ACCELERATE PLANT GROWTH, TO INCREASE FARM YIELDS.

THAT COULD GO A LONG WAY IN HELPING TO FEED THE WORLD! BUT EVEN IF I WAS STRONGER IN BOTANY--

--I DOUBT I'LL BE MUCH HELP TODAY. CAN'T GET MY MIND OFF T'CHALLA.

WHERE COULD HE-- OH, NO. HE COULDN'T!

HE WOULDN'T--!

ROXXON??

ROXXON!

WE HAVE EVIDENCE, MR. HALE, THAT THERE'S SOMETHING DECIDEDLY UNSAVORY ABOUT YOUR VIBRANIUM PROCESS!

ROXXON

I SUGGEST YOU HALT PRODUCTION IMMEDIATELY! OR I'LL USE ALL THE DIPLOMATIC PRESSURE MY NATION CAN MUSTER--

-- TO HALT IT MYSELF!

WITH DUE RESPECT, KING T'CHALLA--

-- YOU'RE BLOWING SMOKE.

I...WAS HOPING YOU'D SEE REASON.

SO BE IT.

HE IS BLUFFING! HAS TO BE! BUT--

-- JUST IN CASE...!

EXPEDIENCY DEPARTMENT? JONAS HALE. I HAVE A CHORE FOR YOU.

SILENT IMPLEMENTS. LOW PROFILE.

PRONTO!

I SUPPOSE THE OTHERS WERE RIGHT. THAT LITTLE STUNT GOT ME NOTHING! NOTHING AT--

ROXXON

--ALL?

TAKE HIM DOWN FAST!

BEFORE HE CAN SCREAM?

APPARENTLY YOUR MASTER NEGLECTED TO INFORM YOU:

KLOHK

KINGS DON'T SCREAM!

KUNCH!

BUT I WON'T THINK LESS OF YOU IF YOU INDULGE!

IN TRUTH--

BOK

--I DON'T THINK I COULD THINK LESS OF YOU!

CHUD

ATTACKING AN UNARMED MAN EN MASSE!

BUT AN HONORABLE MAN DOESN'T NEED WEAPONS--

VVAP

--DOESN'T NEED ANYTHING AGAINST YOUR LIKE!

NOT EVEN A LITTLE HELP FROM A FRIEND?

THWIP

:ung:

SPIDER-MAN!

LOOK, I KNOW WHO SENT THESE GOONS; YOU KNOW WHO SENT THESE GOONS!

BUT IT ISN'T LIKELY THEY'RE CARRYING OFFICIAL ROXXON I.D.?

YOU GOT IT!

SO OUR BEST MOVE IS TO BEELINE BACK TO THE UNIVERSITY, AND HOPE WE CAN LEARN SOMETHING NEW FROM--

IRON MAN!

I'M HERE TO MEET MY FRIENDS, ARTHUR, BEFORE THEY ARRIVE--

--I DON'T SUPPOSE THERE'S ANYTHING YOU'D LIKE TO *TELL* ME?

WELL, I ADMIT THERE'S MORE HERE THAN MEETS THE EYE.

BUT I'M SURE ROXXON WOULD NEVER DO *ANYTHING* TO ACTUALLY ENDANGER THE PUBLIC!

IF YOU'LL JUST GIVE ME A LITTLE TIME TO INVESTIGATE -- eh?

WHAT'S THIS?

THE *MILITARY*?!

YOU DEARBORN? WE'RE REPLACING LOCAL SECURITY. THESE PAPERS SHOULD EXPLAIN.

I RECOGNIZE THE SIGNATURES. THESE PERMITS WERE AUTHORIZED ON THE *HIGHEST* LEVEL! BUT, WHY WASN'T I *INFORMED*--?

NOT MY PROBLEM.

OKAY, BOYS, SET UP THAT PERIMETER SCREEN! ON THE DOUBLE!

WHILE IN THE BUILDING'S BASEMENT...

MIGHT AS WELL GRAB A SMOKE!

MARGE GIVES ME HECK IF I LIGHT UP AT HOME! SAYS THESE THINGS'LL *KILL* ME! SHE--

SNUFF THE BUTT, ATWOOD! WE'RE BEIN' RELIEVED!

AH, NUTS.

OKAY, SARGE-- JUST LET ME GET MY--

--GUN?!

S-S-SARGE!

IRON MAN! I JUST SPOKE WITH MR. HALE ON THE PHONE! HE SAYS HE DOESN'T KNOW ANYTHING *ABOUT* THE GUARD CHANGE!

SOMETHING'S TERRIBLY--

"-- WRONG!"

VVRRRRIZZZ

NO KIDDING! THAT'S SOME SORT OF *ENERGY FIELD!*

BLAM

AND NOW THE "GUARDS" ARE OPENING FIRE!

A LOW-POWER *REPULSOR* BLAST SHOULD--

--OH, NO! KNOCKED HIM *INTO* THE FIELD! HE'S FRYING! HE'S--

--MADE OF *METAL?* ANOTHER ANDROID!

THE VIBRANIUM--!

SHRAK

REPULSORS AREN'T STRONG ENOUGH! EVEN AT FULL POWER!

IT'S NO GOOD DEARBORN! I CAN'T GET THROUGH!

THAT'S ALL RIGHT, IRON MAN.

I CAN!

AND TRANS-FORMING INTO *SUNTURION*...

...ARTHUR DEARBORN TELEPORTS...

...INSIDE--!

HMMM, NOTHING UNUSUAL-- WAIT! FLOOR BULGING! BUCKLING!

SOMETHING MUST BE ABLE TO NEGATE PARTS OF THE ENERGY FIELD AT WILL! SOME-THING--

--BIG!

HAVE TO STOP IT!

HIT IT WITH A MICROWAVE BLAST!

WHEN I LEARNED YOU WERE INVOLVED IN THIS AFFAIR, SUNTURION, I RESEARCHED YOUR METHODS! AND YOUR *TRICKS!*

LIKE LOCKING ON TO AN OPPONENT'S ENERGY BEAM--

"--AND SENDING A *COUNTER-BLAST* BACK ALONG ITS PATH!"

WHAMB

OONF

BLAST! I DESIGNED THIS VEHICLE TO RETRIEVE THE BULK OF THE ARTIFICIAL VIBRANIUM!

BUT SUNTURION'S ATTACK TOOK ITS TOLL! CONTROLS AREN'T *RESPONDING!*

THIS NECESSITATES A CHANGE IN STRATEGY! I'LL HAVE TO RETURN TO MY LABORATORY WITH ONLY WHAT I CAN CARRY--

-- THEN ANALYZE AND REPRODUCE IT IN *QUANTITY* MYSELF! AS FOR KINGPIN, WELL...

... I SUPPOSE HE'LL JUST HAVE TO GET HIS *OWN* SAMPLE!

I'D BETTER GO AFTER--

-- WAIT! THESE CRATES, HIDDEN FROM ME BEFORE BY THE OTHERS! THEY'VE FALLEN APART, SPILLING THEIR PLASTIC CAPSULES OF VIBRANIUM!

OH, LORD! THE NAILS, THE VERY BANDS THAT HELD THEM TOGETHER! ALL THE METAL... *MELTED!*

HEY, WHAT'S WITH THE *FORCE FIELD?*

SOMEONE GOT PERMISSION TO SET IT UP-- AND REPLACED POLICE GUARDS WITH *ANDROIDS* IN THE PROCESS!

BUT WHO WOULD HAVE THAT KIND OF *POLITICAL CLOUT?*

THERE'S ONLY ONE MAN I KNOW WHO COULD PULL *THOSE* STRINGS:

THE *KINGPIN!* BUT WHAT'S *HE* DOING MIXED UP WITH *ROBOTS?*

I'M AFRAID WE HAVE MORE *PRESSING* CONCERNS!

THERE'S SOME-THING YOU HAVEN'T BEEN *TOLD!*

ARTIFICIAL VIBRANIUM, IN ITS RAW FORM, IS *UNSTABLE!* IN TIME, IT TURNS TO *ANTARCTIC* VIBRANIUM, WHICH MELTS METAL!

ROXXON'S BEEN STABILIZING THE SYNTHETIC WITH MICRO-WAVES, BUT NOW IT'S DECAYING *ANYWAY!*

THE *AGRO-EXPERIMENTS!* SOME STUDENTS ARE TRYING TO SPEED UP PLANT GROWTH WITH MICROWAVES!

THAT MUST BE AFFECTING THE *ORGANIC* PART OF THE SYNTHETIC, CAUSING IT TO AGE MORE RAPIDLY!

C'MON, PANTHER! WE'VE GOT TO SHUT DOWN THOSE EXPERIMENTS!

AND *WE'D* BETTER FIND OUT WHO'S BEHIND THOSE *ANDROIDS!*

IT WAS SOME KIND OF *MECANICAL MAN--!*

UH-OH! TROUBLE!

ANDROID GUARDS MUST THINK WE'RE ATTACKING *THEM*! BUT THEY'RE BETWEEN US AND OUR GOAL!

THEN I GUESS WE'LL JUST HAVE TO GO *THROUGH* THEM!

BWROK

AND IN CASE YOU WERE WONDERING: YES... THEY *ARE* ANDROIDS.

WHOA! EASIER SAID THAN DONE! THERE'S ABOUT A *ZILLION* OF THESE PSEUDO-SOLDIERS!

SPATCH

CHRANK

SPIDER-MAN COULD SWING AHEAD, GET TO THE AGRICULTURE LAB! BUT HE DOESN'T WANT TO LEAVE ME FACING THE ENEMY ALONE!

THRUK

POONCH

A NOBLE GESTURE--THOUGH PERHAPS NOT A *PRUDENT* ONE!

THESE GUYS ARE A REAL PAIN! WITH APOLOGIES TO *DAREDEVIL*--

--THEY'RE APPARENTLY WITHOUT *FEAR*!

AND THEY ALSO DON'T HAVE AN OVERRIDING COMPULSION TO FIGHT FAIR!

I THINK I'VE HAD JUST ABOUT ≥@mf≤ ENOUGH OF THIS!

SWAPASH

THESE SEWERS ARE A MAZE! YOU SURE THIS IS THE DIRECTION THAT MECHANICAL MAN TOOK?

NO QUESTION! THIS IS HIS LAIR, ALL RIGHT! WE'D BEST BE--

--CAREFUL!

ZZZ

--WITH A QUICK BARRAGE OF PULSE BOLTS!!

KADOW

ULTRON?!

HE'S THE "MECHANICAL MAN"? GOT TO HIT HIM HARD--

THERE'S OBVIOUSLY A MAN INSIDE THAT METAL SUIT!

A MACHINE WOULD HAVE REMEMBERED THAT, FOR ME, BATTLE DAMAGE--

--IS NO LONGER--

ZZZZZZ

--A PROBLEM!

ZZZNK

SHALL WE SEE IF THE SAME HOLDS TRUE FOR YOU?

CH-CHAM

IF I NEVER SEE ANOTHER ROBOT--!

I'M WITH YOU!

BUT IT LOOKS LIKE CHI-- er, THOSE STUDENTS ARE OUT WATCHING THE FIREWORKS! AT LEAST THEY WON'T TRY TO STOP US FROM--

--HUH? THE MACHINERY'S *ALREADY* SHUT DOWN! THEY MUST HAVE GIVEN UP THIS PHASE OF THE EXPERIMENT! BUT--

BRR-B-BMM

--OH, LORD! METAL SUPPORT BEAMS MELTING! THE ANTARCTIC VIBRANIUM MUST STILL BE *ACTIVE*--

--CONTINUING BY CHAIN REACTION EVEN AFTER ITS *CATALYST* HAS BEEN REMOVED!

YO! WEBSLINGER! I BEEN LOOKIN' ALL OVER FOR YA! YOU'RE WANTED ON THE *PHONE!*

ME? BUT WHO--?

BELIEVE IT OR NOT, A GENT NAMED--

"--FISK!"

MY SOURCES HAVE EXPLAINED THE SITUATION, SPIDER-MAN. AND I'D LIKE TO HELP OUR FAIR CITY BY PROVIDING CERTAIN INFORMATION RECENTLY OBTAINED FROM BROAD-BAND *SENSOR* SCANS.*

* BET YOU WERE WONDERING WHAT THAT "TIK" WAS ON PAGE THREE, HUH? --Danny

WHY ARE YOU DOING THIS, KINGPIN? WHAT'S YOUR *ANGLE?*

LET'S JUST SAY...

...NO ONE BREAKS A PROMISE TO WILSON FISK!

THE ENTIRE WEST COAST AVENGERS HAD TROUBLE PUTTING THIS GUY AWAY! DON'T KNOW IF I CAN--eh? POLICE BAND!

SHELL-HEAD?

THIS IS SPIDER-MAN! DON'T ASK QUESTIONS! JUST SET YOUR CIRCUITS TO TRANSMIT SONICS ON THE FOLLOWING FREQUENCY!

READY TO COMPUTE! GO!

WHA--?! ADAMANTIUM JOINTS LOCKING UP! H-HARD TO MOVE!

POLARIZE YOUR EYE-SLITS, IRON MAN!

WE MAY NOT HAVE ANOTHER CHANCE! I'M GOING TO HIT HIM WITH A FULL ENERGY BLAZE!

≥whew≤ DON'T KNOW WHAT THAT DID TO ULTRON, BUT IT BROUGHT DOWN MOST OF THE TUNNEL ROOF!

THAT THE CRATE OF ARTIFICIAL VIBRANIUM?

YES, BUT SHOULDN'T WE LOOK FOR THIS "ULTRON"?

NO TIME! ACCORDING TO MY HELMET RECEIVER, THINGS ARE GETTING PRETTY TENSE TOPSIDE! WE'LL COME BACK FOR ULTRON'S REMAINS LATER!

AND YOU WON'T FIND THEM! BUT SOME DAY, AVENGER... SOME DAY SOON...

...I'LL FIND YOU!

WE'VE GOT THE STOLEN VIBRANIUM! ANY NEWS HERE?

NOTHING GOOD, I'M AFRAID! WE--

--LOOK! THE METAL BANDS! THE ANTARCTIC EFFECT IS SPREADING!

THEN I'D BETTER GET RID OF THIS--

--AND TAKE A FEW STEPS BACK MYSELF!

FORTUNATELY, THE DECAYING VIBRANIUM HAS ALREADY LIQUIFIED THE FORCE FIELD GENERATORS!

BUT THERE'S NO WAY TO CONTAIN THE MELTING! AND IF WE DON'T STOP IT, IT'LL SPREAD THROUGH MANHATTAN, DESTROYING BRIDGES, HOSPITAL FACILITIES, GAS MAINS!

HUNDREDS OF THOUSANDS WILL DIE!

BUT WE CAN'T JUST BLOW THE ARTIFICIAL VIBRANIUM UP! THAT WOULD ONLY SCATTER IT! AND WE DON'T HAVE TIME TO DEVISE A WEAPON TO COMPLETELY VAPORIZE IT!

IF THE SYNTHETIC'S ONLY THREAT IS THAT IT MELTS *METAL*, PERHAPS WE COULD SOLVE THE PROBLEM BY PUTTING IT WHERE METAL IS *ALREADY* LIQUID! LIKE--

--THE CENTER OF THE EARTH!

SUNTURION! YOU CAN TURN MATTER TEMPORARILY INTO ENERGY, THEN RE-FORM IT ELSEWHERE! YOU COULD *TELEPORT* THE VIBRANIUM TO THE EARTH'S CORE!

B-BUT, WHAT IF IT WERE TO RESURFACE?, BE THROWN OUT BY A *VOLCANO*?

NO PROBLEM! THE INTENSE HEAT WOULD DESTROY THE COMPOUND'S *ORGANIC* BASE! THE ONLY THING LEFT WOULD BE *DEAD ROCK!*

HOW 'BOUT IT?

I... I'M SORRY. TECHNICALLY, IT'S STILL *ROXXON* PROPERTY. I- I CAN'T DISPOSE OF IT...

...WITHOUT PROPER AUTHORIZATION.

WELL, THEN. I GUESS--

--IT'S UP TO ME!

SQUARIANS

DOWNWARD HE ROCKETS, EVER DEEPER.

ONE MILE; TWO!

POWERFUL REPULSOR RAYS GRINDING THROUGH TONS OF EARTH AND STONE!

IT IS PERHAPS THE MOST **HERCULEAN** EFFORT OF IRON MAN'S CAREER, THE GREATEST **TEST** TO WHICH HE HAS EVER PUT HIS ARMOR.

UNTIL AT LAST HE REACHES A MOLTEN, SUBTERRANEAN RIVER...

...WHERE SOPHISTICATED ONBOARD COMPUTERS CALCULATE ANGLES AND DISTANCES TO A TOLERANCE OF MILLIMETERS...

...AND A STREAM OF **PULSE BOLTS** CUTS A PRECISE PATH BACK TOWARDS THE SURFACE!

AS A RESULT OF WHICH...

THE FLOOR! IT'S COLLAPSING!

VIBRANIUM DROPPING DOWNWARD!

CRATES ARE TAKING PART OF THE DAMAGED STRUCTURE WITH THEM, BUT THAT CAN'T BE HELPED!

AT LEAST THE BUILDING WAS EVACUATED!

WHICH IS WHAT I'D BETTER DO BEFORE MY ARMOR'S AIR COOLING SYSTEM OVERLOADS!

I'LL JUST SEAL THE TUNNEL BEHIND THE ARTIFICIAL VIBRANIUM, AND--

--IT'S OVER!

AN HOUR LATER IN THE STILL UNSETTLED AFTERMATH...

AT LEAST *SOMETHING* POSITIVE HAS COME OF THIS. I CAN NOW RETURN TO *WAKANDA*--

--WITH THE ASSURANCE THAT OUR *ECONOMY* IS NO LONGER AT RISK! I--

DEARBORN!

YOU'LL BE HAPPY TO KNOW WE'VE UNCOVERED A *ROGUE CELL* OF CORPORATE MALCONTENTS WHO WITHHELD DATA ABOUT THE VIBRANIUM PROCESS! THEY'RE BEING DEALT WITH SEVERELY!

THAT'S GOOD TO HEAR, SIR!

I *KNEW* THERE WAS AN EXPLANATION, THAT ROXXON WOULDN'T *PURPOSELY* MISLEAD THE PUBLIC!

=SIGH= IT'S HOPELESS...!

ARTHUR'S *INTENTIONS* ARE GOOD, BUT HE DEFINES HIMSELF SOLELY BY HIS WORK. AND WITH NOTHING ELSE TO LIVE FOR--

--THAT WORK BECOMES MORE IMPORTANT THAN *LIFE!*

YEESH! I'M DEDICATED, TOO-- BUT I HOPE I NEVER REACH DEARBORN'S *EXTREMES!*

AND I WON'T, NOT AS LONG AS I HAVE MY SCHOOLWORK, MY FRIENDS... AND MY *WIFE!* SPEAKING OF WHICH...!

IT'S BEEN A LONG DAY, GENTS!

AND IT'S TIME TO GO *HOME!*

THE END

STAN LEE PRESENTS: ROCKET RACER

PM 3:50

TEN MINUTES.

HE'S GOING TO KILL ME IN TEN MINUTES.

PM 3:45

ADELLE? BOB FARRELL. WHERE ARE YOU BEEPING ME FROM? DON'T TELL ME SLUGGO HAS ANOTHER JOB FOR ME ALREADY.

I CAN'T HEAR YOU, ADELLE! IT SOUNDS LIKE THERE'S A TORNADO ON THE LINE!

ADELLE?

PM 3:46

HIYA, FLATTOP! REMEMBER ME?

SPEED DEMON.

WHAT, NO THUNDEROUS CRY OF RECOGNITION? HAS THE MAGIC GONE OUT OF OUR RELATIONSHIP SO SOON?

OH, WELL...

ANYWAY, THAT WAS YOUR BOSS'S SECRETARY CALLING. HE WANTED YOU TO KNOW MY LAWSUIT AGAINST YOU* GOT DISMISSED AND THAT I WAS PRETTY UPSET ABOUT IT.

BUT DON'T TAKE MY WORD FOR IT. ASK HIM...

ERNIE SLUGANSKI? BUT HOW?

AM-AMBUSHED US OUTSIDE THE =MOAN= COURTHOUSE AS WE TRIED TO WARN YOU. DRAGGED ME HERE.

HE--HE'S CRAZY, FARRELL.

GE-GET OUTTA HERE!

NOW!

TRY TO SEE MY SIDE OF THIS, I'VE LOST ALL CONFIDENCE IN OUR LEGAL SYSTEM. NOW I'VE GOT TO SETTLE WITH YOU PERSONALLY.

YOU'VE GOT TEN MINUTES, RACER.

LET'S MAKE THEM INTERESTING.

PM 3:49

*MARVEL TALES #242:--DANNY

WATCH WHERE YER GOIN', YA ROLLING MENACE!

WHO DIED AND LEFT YOU THE SIDEWALK?

SORRY.

'SCUSE ME.

OHHH!

RED-AND-YELLOW?! IS HE COLOR-BLIND?

SORRY.

COMING THROUGH, PEOPLE!

=ULP!=

WHAT'S GOING ON HERE?

WILSON

CALL FOR AN AMBULANCE, OFFICER!

INJURED MAN TWO BLOCKS BACK!

FAST FEUD II: SPEED DEMON'S REVENGE

TONY ISABELLA WRITER
PARIS CULLINS PENCILER
DAVE COOPER INKER
KEN LOPEZ LETTERER
MARIE JAVINS COLORIST
DANNY FINGEROTH EDITOR
TOM DEFALCO CHIEF

PM 3:51

GOTTA THINK FAST.

FAST, HAH!

THAT'S THE PROBLEM, ISN'T IT?

HE'S FASTER THAN I AM.

A LOT FASTER.

SILVER SABLE INTERNATIONAL LOOKS AFTER ITS OWN.

SLUGGO WILL SEND BACK-UP FOR ME.

HONK HONK

HONK HONK

going out of business

THREAT OR MENACE READ AND FIND OUT DAILY BUGLE

CHECKER BOARD TAXI CO.

SMOOTH & FINAL

SCREECH

I'LL BE DEAD BEFORE THEY CAN GET HERE.

DON'T GET DISCOURAGED, FLATTOP.

YOU'RE DOING REALLY WELL.

EIGHT MINUTES.

PM 3:52

MAYBE I CAN USE HIS SPEED **AGAINST** HIM.

HANG A REAL SHARP RIGHT.

WHOA!

BLESS MY **MAGNETIC** BOOT CLAMPS.

SPEEDY DIDN'T MAKE THE **TURN.**

NOW ALL I'VE GOT TO **DO** IS...

YAHHH!

... LEARN TO **WATCH** WHERE I'M RACING...

SHOOOM

... AND FIND SOMEPLACE NICE AND SAFE TO HIDE UNTIL MY **HEART** SLIDES BACK DOWN MY THROAT.

OHHH, BOY...

MY **CYBERNETICS** ARE MAKING BAD NEWS BUZZES.

GOING INTO **OVERDRIVE.** BURNED TOO MUCH FUEL.

PM 3:55

NEED TO STOP AND SWITCH **TANKS.**

RADIO CITY Music Hall

THIS MIGHT WORK OUT **OKAY.**

IT'S A PRETTY BIG **PLACE.**

I SHOULD BE ABLE TO "**DIG IN**" AND --

TICKETS

I ALREADY BOUGHT YOUR **TICKET,** CHUM.

THE SHOW STARTS IN **FOUR** MINUTES.

I HEAR IT'S AN ABSOLUTE *KILLER.*

PM 3:56

INSIDE IS STILL MY BEST CHANCE.

LESS ROOM FOR HIM TO MANUEVER.

LESS RISK TO INNOCENT...

...BYSTANDERS?

THE RADIO CITY ROCKETTES.

MY TIMING BITES.

SCREECH

CAN'T RISK USING MY MINI-ROCKETS NOW.

HEY! WHAT DO YOU THINK YOU'RE DOING?

FLEEING FOR MY LIFE, YOU MORON.

PM 3:57

THINK PURE THOUGHTS, ROBERT.

EEK!

CUTE BUNS.

ONE-TWO-THREE-KICK!

PLEASE FORGIVE US INTERRUPTING YOUR PRACTICE, MY DEAR LADIES.

I'LL BE BACK TO APOLOGIZE AT GREATER LENGTH--

--IN ABOUT TWO MINUTES.

HE'S ACTUALLY SLOWING DOWN TO HIT ON THEM.

THANK YOU, LORD.

PM 3:58

I MUST BE RUNNING ON THE **FUMES** NOW.

EXIT

GOT TO FIND A **DEFENSIBLE** POSITION.

THE BALCONY.

BZZZT

I'M OUT OF GAS.

OUT OF OPTIONS.

LAST STAND.

THE FIRST **TWO** PUNCHES COME SO FAST--

WHAM

WHAM

ONE MINUTE, LOSER.

--THAT I DON'T START **HURTING** UNTIL THE SIXTH, SEVENTH AND **EIGHTH** HAVE LANDED.

WHAM

WHAM

WHAM

WHAM

WHAM

THEN HE MAKES THE MISTAKE I WAS **WAITING** FOR.

HE GETS TOO **CLOSE**.

:ACK!:

FWOOSH

SHOOM

HE NEVER GOT TO SEE MY **ROCKET-PUNCH** THE FIRST TIME WE MET.

:UHHH!:

SHOOM

SHOOM

SHOOM

SHOOM

ROCKETS GIVE MY FISTS EXTRA **SPEED** AND **POWER**. HE HAD NO **IDEA**...

HE GETS TO SEE ALL **SIX** SHOTS THIS TIME.

SHOOM

HE TRIES TO RUN ON **AIR** AS HE GETS BLASTED OFF THE BALCONY.

LIKE SOME SORT OF STUPID **CARTOON**.

WHEN I LAUGH, A THICK GLOB OF **BLOOD** LANDS ON THE RAILING WITH A SPLAT.

SOME CARTOON.

HIS **MOANS** TELL ME THAT HE'S STILL ALIVE.

I DON'T KNOW HOW I **FEEL** ABOUT THAT.

WHICH IS PRETTY SCARY IN **ITSELF**.

PM 3:59

PM 8:21

YOU WERE PRETTY *IMPRESSIVE*, FARRELL. I THINK YOU'RE FINALLY READY FOR MORE *IMPORTANT* JOBS.

SILVER SABLE *AGREES*.

I'M SORT OF *EMBARRASSED* THAT I USED TO THINK YOU WERE JUST ANOTHER EX-CON IN A FLASHY *COSTUME*.

YOU'VE *GOT* WHAT IT TAKES.

I *"GOT"* LUCKY.

I WAS A GHETTO KID WITH BRAINS AND AN *ATTITUDE*. I DID SOME CRIMES, SOME TIME, AND THEN--THANKS TO *SPIDER-MAN*-- GOT A SECOND CHANCE.

THIS GIG WAS JUST A WAY TO MAKE SOME FAST MONEY WHILE I FINISHED SCHOOL. NOW IT'S GOTTEN REAL *SERIOUS*.

I COULD HAVE *KILLED* THAT GUY TODAY.

WHAT'S GOING TO HAPPEN WHEN SPEEDY IS READY FOR ROUND *THREE?* I'M NOT IN THE SAME *LEAGUE* WITH HIS POWERS.

HE COULD *KILL* ME!

NOT A *CHANCE*, FARRELL!

YOU'LL FIND A *BETTER* WAY.

KNOW SOMETHING, SLUGGO? YOU'RE ABSOLUTELY *RIGHT*. I DON'T HAVE TO DEAL WITH BUMS LIKE HIM ON *THEIR* TERMS.

NOT WHILE I HAVE A *BRAIN* AND THE WILL TO *USE* IT.

AS GOOD AS MY GEAR *IS*, I CAN MAKE IT *BETTER*.

I CAN MAKE *ME* BETTER.

I NEVER THOUGHT OF MYSELF AS A *REAL* HERO BEFORE. IT FEELS PRETTY *GOOD*.

SAY, SLUGGO...

YEAH, FARRELL?

ISN'T THIS WHERE THE *BAT* FLIES THROUGH THE WINDOW?

THE END?

STAN LEE PRESENTS: THE ORIGIN OF VENOM

EDWARD CHARLES BROCK WAS A GOOD MAN. THAT IS...

...WHEN "MAN" WAS ALL HE WAS!

A DEDICATED JOURNALIST, EDDIE WORKED AS A REPORTER FOR THE DAILY GLOBE, WHERE HE WROTE HIS MOST SENSATIONAL STORY--

--REVEALING THAT A RUTHLESS SERIAL KILLER CALLED "SIN-EATER" WAS ACTUALLY MILD-MANNERED EMIL GREGG!

UNFORTUNATELY, MERE HOURS AFTER THIS SCOOP WAS PUBLISHED, SPIDER-MAN CAPTURED THE TRUE MURDERER--

--EXPOSING GREGG AS A HARMLESS LIAR, A PITIABLE AND COMPULSIVE CONFESSOR!

The Daily Globe

EXCLUSIVE: SIN-EATER REVEALED!!

DAILY BUGLE

REAL SIN-EATER CAUGHT! GLOBE FULL OF IT!!

NYC IS REELING

EDDIE BECAME A LAUGHING STOCK, HIS CAREER SHATTERED.

HIS MIND BEGAN TO UNRAVEL, CRUMBLING AT THE EDGES--

--AS HIS RAGE FOCUSED ON THE ONE SOUL HE HELD RESPONSIBLE FOR HIS UNFAIR FALL: SPIDER-MAN!

SUICIDE SEEMED HIS ONLY ESCAPE. AT OUR LADY OF SAINTS CHURCH, HE SOUGHT TO MAKE HIS FINAL PEACE.

UNAWARE THAT SOMETHING ELSE HAD FOUND SANCTUARY THERE!

A SYMBIOTE FROM THE STARS! AN ALIEN WHOM SPIDER-MAN HAD REJECTED AND EVEN TRIED TO KILL IN THIS VERY CHAPEL!

THE VISITOR SENSED HATRED IN EDDIE'S SOUL, A LOATHING THAT SO CLOSELY MATCHED ITS OWN! AND THUS--

--THE TWO BECAME ONE!

A DUAL BEING WITH A SINGLE PURPOSE: THE UTTER, UNEQUIVOCAL DESTRUCTION OF THE ENTITY CALLED SPIDER-MAN! A DEATH THAT IS THE ONLY REASON...

...VENOM LIVES!

IN THE MONTHS THAT FOLLOWED, VENOM PURSUED THIS OBJECTIVE WITH A DETERMINATION BEYOND HUMAN WILL.

UTILIZING EDDIE'S HARD-EARNED MUSCLES, ALONG WITH THE ALIEN'S UNCANNY POWER TO FLOW AND MIMIC--

--THEY HAD STALKED THEIR PREY, ALLOWING NOTHING TO BLOCK THEM FROM THEIR GOAL; EXCEPT, ON OCCASION, THE SAFETY OF **INNOCENTS:**

GUILTLESS BYSTANDERS WITH WHOM THEY BOTH-- IN THEIR SEPARATE, TWISTED WAYS-- IDENTIFY.

TO DATE, THEY HAVE FAILED, THEIR VICTIM EVADING "JUSTICE" THROUGH GUILE, INTERFERENCE AND EVEN OUTRIGHT LUCK.

BUT LUCK ONLY LASTS SO LONG. AND WHEN IT RUNS OUT, AS SURELY, SOME DAY, IT MUST...

...VENOM WILL BE THERE!

DAVID MICHELINIE WRITER
DON HUDSON ARTIST
BRAD K. JOYCE LETTERS
RENEE WITTERSTAETTER COLORS
DANNY FINGEROTH EDITOR
TOM DeFALCO CHIEF

STAN LEE PRESENTS: THE ORIGIN OF THE GREEN GOBLIN!!

NO MATTER HOW MUCH A SON MAY REBEL AGAINST HIM, HIS FATHER IS STILL A MAJOR INFLUENCE ON HIS LIFE.

THE SINS OF THE FATHER!

TAKE, FOR EXAMPLE, HARRY OSBORN. HE HAS SPENT HIS LIFE FOLLOWING IN HIS FAMOUS FATHER'S FOOTSTEPS.

LIKE HIS FATHER, HARRY IS THE SUCCESSFUL HEAD OF A MAJOR CORPORATION. HE HAS BECOME A BRILLIANT CHEMIST. HE HAS MARRIED AND FATHERED A SON TO CARRY ON THE FAMILY NAME.

BUT HARRY HAS ALSO FOLLOWED HIS FATHER'S PATH INTO DARKER REALMS HE MAY NEVER ESCAPE.

FOR NORMAN OSBORN, HARRY'S FATHER, WAS THE MAD KILLER KNOWN AS THE GREEN GOBLIN.

PETER SANDERSON
WRITER
DON HUDSON
PENCILS
&
INKS
BRAD K. JOYCE
LETTERS
R. WITTERSTAETTER
COLORS
DANNY FINGEROTH
EDITOR
TOM DEFALCO
EDITOR IN CHIEF

HARRY'S MOTHER DIED WHEN HE WAS VERY YOUNG, SO HE WAS RAISED SOLELY BY HIS FATHER, THE HEAD OF A MAJOR CHEMICAL COMPANY.

HARRY LOVED AND IDOLIZED HIS FATHER, BUT NORMAN WAS A COLD AND RUTHLESS MAN, AND SHOWED HARRY LITTLE AFFECTION IN RETURN.

INSTEAD, NORMAN WAS OBSESSED WITH WEALTH AND POWER.

THIS LED HIM TO EXPERIMENTS WITH A FORMULA HE HOPED WOULD INCREASE BOTH HIS INTELLIGENCE AND HIS STRENGTH.

BUT THE POTION EXPLODED, GRANTING HIM POWER, BUT WARPING HIS MIND INTO CRIMINAL INSANITY.

THUS IT WAS THAT **NORMAN OSBORN** SECRETLY BECAME THE COSTUMED **TERROR** KNOWN AS THE **GREEN GOBLIN!**

HIS FIRST MOVE IN BUILDING A **CRIMINAL EMPIRE** WAS TO TRY TO **DESTROY** THE MASKED **VIGILANTE** CALLED **SPIDER-MAN.** THE **WAR** BETWEEN THESE TWO ARCH-FOES RAGED ON FOR YEARS!

IRONICALLY, IN HIS SECRET IDENTITY OF PETER PARKER, SPIDER-MAN BECAME THE **BEST FRIEND** OF THE GOBLIN'S SON HARRY.

BUT THAT FRIENDSHIP WAS NOT ENOUGH TO SAVE HARRY FROM HIS OWN DEEP **INSECURITIES.**

FEELING UNLOVED AND BETRAYED, HARRY TURNED TO DRUGS FOR SOLACE.

INSTEAD, THEY DROVE HIM TO THE **BRINK OF MADNESS.**

THE **WAR** BETWEEN THE **GOBLIN** AND SPIDER-MAN CLIMAXED WHEN THE GOBLIN MURDERED SPIDER-MAN'S GIRLFRIEND **GWEN STACY.**

UNABLE TO SAVE HER, SPIDER-MAN UNLEASHED HIS FULL **WRATH** AGAINST HIS HATED FOE.

ULTIMATELY, THOUGH, THE GOBLIN DIED BY HIS **OWN** HAND--

--WHEN HE WAS **IMPALED** BY HIS OWN GOBLIN GLIDER DURING THE ENSUING BATTLE.

BY A TERRIBLE COINCIDENCE, HARRY WITNESSED HIS FATHER'S **DEMISE.** THE SHOCK WAS ENOUGH TO PUSH HARRY OVER THE EDGE. HE TOOK HIS FATHER'S COSTUME--

--AND BECAME THE NEW GREEN GOBLIN IN HIS STEAD!

BLINDED BY INSANITY, HARRY WAS NO MATCH FOR THE MORE EXPERIENCED SPIDER-MAN AND WAS SOON **DEFEATED.**

HARRY WAS PLACED UNDER THE CARE OF PSYCHIATRIST BART HAMILTON.

HARRY WAS CURED, BUT HAMILTON HAD BEEN ALL TOO INTERESTED IN HIS SECRETS.

SO IT WAS THAT HAMILTON BECAME THE THIRD GREEN GOBLIN! HARRY ALSO BECAME THE GOBLIN AGAIN, BUT THIS TIME TO STOP HAMILTON'S EVILDOING!

AFTER HAMILTON DIED IN BATTLE, HARRY LOST ALL HIS MEMORIES OF EVER BEING THE GREEN GOBLIN.

FINALLY, HARRY'S LIFE TOOK A TURN FOR THE BETTER. HE MARRIED LIZ ALLAN--AND THEY HAD A SON, NORMAN HARRY OSBORN.

BUT HARRY COULD NOT ESCAPE THE SHADOW OF THE GREEN GOBLIN FOREVER...

THE SECRETS OF THE GREEN GOBLIN FELL INTO THE HANDS OF THE ORIGINAL HOBGOBLIN, AND THEN HIS SUCCESSOR, BOTH OF WHOM TERRORIZED HARRY.

AFTER THE SECOND HOBGOBLIN THREATENED HIS FAMILY, HARRY DECIDED TO FIGHT BACK!

HIS LONG BURIED MEMORIES RETURNED, AND HARRY ONCE AGAIN DONNED THE COSTUME OF THE GREEN GOBLIN TO SEEK VENGEANCE!

AND MIRACULOUSLY, HE DEFEATED THE HOBGOBLIN IN BATTLE, FORCING HIM TO FLEE!

SINCE THEN, HARRY HAS RETURNED TO HIS NORMAL LIFE WITH LIZ AND HIS SON.

YET THE LURE OF THE GREEN GOBLIN'S POWER HAS DRIVEN HIM TO MADNESS ONCE BEFORE, AS IT DID WITH HIS FATHER, HAMILTON, AND THE HOBGOBLINS.

CAN HARRY EVER BE CERTAIN THAT HE IS FINALLY FREE OF ITS EVIL SPELL, OR WILL HIS FATHER'S UNHOLY LEGACY SOMEDAY CLAIM HIM ONCE AND FOR ALL?

END.

STAN LEE PRESENTS: THE ORIGIN OF THE HOBGOBLIN.

THE PRICE OF POWER!

PETER SANDERSON * DON HUDSON * KEVIN TINSLEY
WRITER — INKS — COLORS
DON HUDSON * BRAD K. JOYCE * DANNY FINGEROTH
PENCILS — LETTERS — EDITOR
TOM DEFALCO...EDITOR IN CHIEF

REPORTER NED LEEDS TOLD HIMSELF HE WAS DOING IT TO PUT HIS WIFE'S TROUBLED MIND AT REST.

MERCENARY PHILIP MACENDALE TOLD HIMSELF HE WAS DOING IT TO MAKE HIMSELF A FORTUNE.

EACH OF THEM WANTED UNLIMITED POWER.

NEITHER MAN ACKNOWLEDGED THE TRUE REASON HE TOOK ON THE HORRIFIC GUISE OF THE CRIMINAL CALLED THE HOBGOBLIN.

AND NEITHER ONE WOULD REALIZE THE FULL PRICE HE HAD TO PAY FOR IT UNTIL IT WAS TOO LATE.

THE SAGA OF THE HOBGOBLIN REALLY BEGAN WITH BETTY BRANT, THE FIRST GIRL WHOM PETER PARKER EVER LOVED.

BUT PETER'S SECRET LIFE AS SPIDER-MAN CAME BETWEEN THEM, AND BETTY TURNED INSTEAD TO NED LEEDS, A REPORTER FOR THE DAILY BUGLE.

YET EVEN AFTER THEY WERE MARRIED, BETTY WAS STILL TERRIFIED BY NIGHTMARES OVER HOW HER BROTHER HAD DIED IN THE COURSE OF ONE OF SPIDER-MAN'S BATTLES.

NED BLAMED SPIDER-MAN FOR HER UNHAPPINESS, AND VOWED THAT SOMEDAY HE WOULD MAKE SPIDER-MAN PAY FOR BETTY'S MISERY.

YEARS PASSED, BUT FINALLY NED'S OPPORTUNITY FOR VENGEANCE ARRIVED.

AN INFORMANT LED HIM TO THE SECRET LAIRS OF ONE OF SPIDER-MAN'S DEADLIEST FOES, THE ORIGINAL GREEN GOBLIN.

LEEDS USED THE GOBLIN'S COSTUMES AND WEAPONRY TO BECOME SPIDER-MAN'S MYSTERIOUS NEW NEMESIS, THE HOBGOBLIN.

MAD WITH HIS NEWFOUND POWER, THE HOBGOBLIN JOINED FORCES WITH THE ROSE TO ESTABLISH A CRIMINAL EMPIRE IN NEW YORK CITY.

MEANWHILE, SPIDER-MAN FACED ANOTHER THREAT FROM PHILIP MACENDALE, THE RUTHLESS FREELANCE MERCENARY KNOWN AS JACK O'LANTERN.

MACENDALE ALLIED HIMSELF WITH THE ARRANGER, THE RIGHT HAND MAN OF THE ROSE'S RIVAL, THE KINGPIN OF CRIME.

EVENTUALLY THE ROSE AND THE ARRANGER JOINED FORCES AND ORDERED THEIR COSTUMED ENFORCERS TO WORK TOGETHER.

THE HOBGOBLIN AND JACK O'LANTERN OBEYED, BUT THEIR NEW PARTNERSHIP WOULD NOT LAST FOR LONG.

AFTER JACK O'LANTERN REFUSED TO HELP HIM TAKE REVENGE ON SPIDER-MAN, THE INSANE HOBGOBLIN TRIED TO KILL HIS NEWFOUND ALLY.

FURIOUS AT THIS BETRAYAL, MACENDALE SWORE TO DESTROY THE HOBGOBLIN BY ANY MEANS HE COULD.

MACENDALE HIRED ANOTHER MERCENARY, THE FOREIGNER, TO HUNT THE HOBGOBLIN DOWN AND DESTROY HIM.

SOON AFTERWARDS, THE FOREIGNER'S AGENTS TRAILED LEEDS TO BERLIN, WHERE THEY TOOK HIM BY SURPRISE AND MURDERED HIM.

THE FOREIGNER TURNED LEEDS' COSTUMES AND EQUIPMENT OVER TO MACENDALE, WHO ABANDONED HIS OLD COSTUMED IDENTITY.

NOW, INSTEAD, MACENDALE MENACED NEW YORK AND SPIDER-MAN AS THE NEW HOBGOBLIN.

BUT NOT EVEN LEEDS' WEAPONRY SATISFIED MACENDALE'S LUST FOR POWER, HE OFFERED TO SELL HIS SOUL TO THE DEMON N'ASTIRH IN EXCHANGE FOR THE SUPERNATURAL POWER OF A DEMON.

AMUSED BY MACENDALE'S ARROGANCE, N'ASTIRH GRANTED HIS WISH. HE LET MACENDALE KEEP HIS SOUL...

...BUT EXACTED A VERY DIFFERENT PRICE INSTEAD! NOT ONLY DID MACENDALE GAIN THE STRENGTH AND POWERS OF A DEMON--

--HE NOW HAD THE GROTESQUE APPEARANCE OF A DEMON AS WELL!

HIS HUMAN FACE WAS GONE, AND HIS SANITY SOON FOLLOWED!

LATER, WHILE BATTLING THE HOBGOBLIN, THE SORCERER DOCTOR STRANGE CAST A SPELL MAKING HIM BELIEVE HIS FACE WAS AGAIN NORMAL.

NOT EVEN STRANGE COULD HAVE PREDICTED THE RESULT ON MACENDALE'S FRAGILE MIND.

THOROUGHLY INSANE, THE HOBGOBLIN NOT ONLY BELIEVED HE WAS NORMAL, BUT THAT HIS ENEMIES WERE AGENTS OF SATAN!

WITH HIS NEW DEMONIC POWERS, NOT EVEN SPIDER-MAN AND THE GHOST RIDER TOGETHER COULD STOP HIM FOR LONG!

IN SEARCH OF EVEN MORE POWER, HOBGOBLIN ATTACKED THE MYSTERIOUS DARKHAWK!

THEY FOUGHT TO A BITTER STALEMATE.

...MADE IT CLEAR THAT HOBGOBLIN'S DIABOLICAL TRANSFORMATION WAS STILL NOT FINISHED!

ONLY TIME WILL TELL THE ULTIMATE PRICE THAT PHILIP MACENDALE MUST PAY FOR BECOMING THE HOBGOBLIN!

A SECOND ENCOUNTER WITH GHOST RIDER...

THE END.

Stan Lee presents

THE OUTLAWS

DAVID MICHELINIE WRITER	ALAN KUPPERBERG ARTIST	RICK PARKER LETTERS	ED LAZELLARI COLORS	DANNY FINGEROTH EDITOR	TOM DEFALCO EDITOR IN CHIEF

OUTLAW JUSTICE! PART 3

THIS IS THE SANDMAN.

NOTHING'S GOING TO STOP US SANDMAN! NOT EVEN YOU-- WHOA!

THESE ARE HIS FRIENDS.

AREN'T YOU GLAD YOU'RE NOT HIS ENEMY...?

LEMME ALONE, PROWLER! AN' THE REST O' YA, BACK OFF!

I DON'T WANNA HURT NOBODY! BUT I GOT ME A JOB TA DO! GOT SOMETHIN' TA PROVE!

OUTLAWS! HIT HIM FROM ALL SIDES!

ROCKET RACER'S FAST! CAN'T GET A BEAD ON 'IM!

BUT MAYBE I CAN USE HIS SPEED AGAINST 'IM!

HUH? LAYERING SAND ON THE WALL!

NO TIME TO SWERVE!

AND WITHOUT TRACTION, I'LL--

--EEE-YOWP!

SORRY, WILL! I HATE DOIN' THIS, BUT--

NUTS! ALTERED HIS BODY TO THE DENSITY OF STONE!

RESISTANCE IS FUTILE! GAZE INSTEAD INTO MY EYES--

--AND KNOW THE PEACE OF THE UNIVERSE!

SANDY'S NO MENTAL GIANT! WILL-O'-THE-WISP'S MES-MERIZING HAS HIM STOPPED! AND A FEW WRIST ROCKETS--

"--SHOULD FINISH THE JOB!"

SHFAG

THERE... THERE'S NOTHING LEFT! B-BUT, I DIDN'T MEAN TO KILL HIM!

I THOUGHT HE WAS TOUGHER THAN THAT!

TOUGHER'N YOU KNOW, MEATBALL! I SUCKERED YA INTO A SANDSTORM!

YOU'RE DOING GREAT! JUST KEEP HIM BUSY, WHILE I COMPLETE OUR MISSION!

HUH?

Y-YOU'RE LEAVING US TO HANDLE THIS GUY ALONE? SILVER, HOW CAN YOU DO THAT?

EASY. I'M THE BOSS!

THIS IS A HARD CONTRACT, BUT THEY KNEW THAT WHEN THEY SIGNED ON TO BE THE OUTLAWS--

--THE QUICK-STRIKE TEAM I PUT TOGETHER FOR SILVER SABLE INTERNATIONAL!

AND THE MOST IMPORTANT PART OF ANY CONTRACT IS ITS SUCCESS! IN THIS CASE--

--THE RESCUE OF MICHELLE TIERS, AN INNOCENT CHILD KIDNAPPED BY A POLITICAL ZEALOT NAMED BOUSSARD!

BOUSSARD TOOK MICHELLE TO FORCE HER FATHER TO RESIGN HIS POSITION IN THE CANADIAN PARLIAMENT!

IT'S UP TO US TO GET HER BACK! EVEN IF THAT MEANS GOING THROUGH SANDMAN! OR--

--BOUSSARD HIMSELF!

KRAK

MON DIEU!

SHUNK

THOK

FUMP

GHKOW

CONSIDER BEFORE YOU FIRE: MY PISTOL IS COCKED! POINTED AT THE GIRL'S HEAD! TO PREVENT MY FINGER FROM TWITCHING ON THE TRIGGER--

--YOU WOULD HAVE TO PLACE YOUR BULLET THROUGH MY EYE! PRECISELY INTO MY BRAIN! ARE YOU THAT GOOD A MARKSMAN, MA'AMSELLE?

YES!

ARE YOU QUITE CERTAIN?

...

...

NO

THESE GUYS ARE EVERYWHERE! IT'S GETTIN' DOWNRIGHT--

DISTRACTIN'? HEY!

WHERE'S THE BROAD?

Uh-oh!

HAVE TO KEEP HIS ATTENTION OFF SILVER! MAYBE SOME MAGNESIUM FLARES!

WHILE HE'S DEALING WITH THE LIGHT SHOW, I'LL HIT HIM FROM--

--HNG BAD IDEA!

I'M CAUGHT IN A PAW THE SIZE OF A TRUCK!

DARNED FLARES! CAN'T SEE A THING!

WEID BETTER LEARN TO COORDINATE OUR--

--AGH! WILL! G-GET US OUT OF THIS!

WHEN I TOUCHED SANDMAN'S MIND, I SENSED A CONFLICT EVEN GREATER THAN WE KNOW. I'LL NOT ADD TO HIS TURMOIL.

I TOLD YA WE COULDN'T TRUST THAT GUY!

CHOOOM

SPLAK

NOW, TO FIND THE BABE...!

A SEARCH THAT TAKES BUT A MOMENT!

HURRY, MONSIEUR BAKER! WE MAY YET CALL VICTORY OUR OWN!

I HOPE YOU'RE PROUD OF YOURSELF, SANDMAN!

WAITAMINIT! WHAT'S WITH THE GUN? I THOUGHT YA SAID YA WEREN'T GONNA HURT THE GIRL!

THERE ARE TIMES, MY FRIEND, WHEN PRINCIPLES MUST COUNT MORE THAN LIVES! COME! WE GO, EH?

YA KNOW, YER RIGHT.

BLAST!

SNIFF

SSHHHHHISSH

THERE ARE TIMES--

TH-THE ROTORS--!

CHRIK

--WHEN PRINCIPLES GOTTA COME FIRST!

AGH!

BDAM

GOOD FOR YOU, BAKER...!

AND A TRANQ DART TAKES CARE OF BOUSSARD.

K-KRUMP

CHING

AND SOON, AFTER SILVER SABLE'S WILD PACK HAS BEEN CALLED IN FROM THE SURROUNDING FOREST TO HANDLE CLEAN-UP OPERATIONS...

I AGREE! WILL IS A LOOSE CANNON! WE'D BETTER TALK TO SILVER ABOUT HAVING HIM ON THE TEAM! BUT RIGHT NOW--

"--I THINK SHE'S GOT *OTHER* THINGS ON HER MIND!"

I KNOW: I BLEW IT! *AGAIN!*

I TRIED TO GIVE UP CRIME, GO STRAIGHT! EVEN LANDED A SPOT AS A RESERVE *AVENGER!* BUT THEN I GOT THE AVENGERS *TICKED* AT ME!

THOUGHT IF I INFILTRATED BOUSSARD'S RING, BROUGHT IT DOWN ON MY OWN, I'D *PROVE* MYSELF TO 'EM! BUT I COULDN'T EVEN DO *THAT* RIGHT!

I GUESS... I JUST AIN'T *GOOD FOR NOTHIN'!*

ON THE CONTRARY. GOING *AGAINST* YOU HAS PROVEN AGAIN WHAT A VALUABLE *ALLY* YOU'D MAKE! THAT'S WHY--

--I'M OFFERING YOU THIS *CONTRACT!* WITH A CLAUSE ALLOWING FOR PRIOR COMMITMENTS TO THE *AVENGERS*, OF COURSE!

CONTRACT

SILVER! Y-YA MEAN, YA STILL *WANT* ME?

NO, SANDMAN. I DON'T WANT YOU.

WE WANT YOU!

AS ONE OF... *THE OUTLAWS!*

THE END... FOR NOW.

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THE TRI-SENTINEL'S BACK!

the AMAZING SPIDER-MAN®

AND, THIS TIME, SPIDEY DOESN'T HAVE COSMIC POWERS TO BEAT HIM WITH!

BAGLE! + R.E. '91

50 YEARS OF CAPTAIN AMERICA 1941 – 1991

GUEST-STARRING NOVA™ OF THE NEW WARRIORS™

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: **THE AMAZING SPIDER-MAN®**

THE THREE FACES OF EVIL!

DAVID MICHELINIE
WRITER

RANDY EMBERLIN
INKER

RICK PARKER
LETTERER

BOB SHAREN
COLORIST

DANNY FINGEROTH
EDITOR

TOM DEFALCO
EDITOR IN CHIEF

PROUDLY WELCOME ABOARD NEW REGULAR PENCILER **MARK BAGLEY!**

SPIDER-MAN HAS BEEN THROUGH A LOT LATELY; BATTLES WITH DOCTOR DOOM, THE SANDMAN, AND MANY OTHERS.

THUS, ALL HE WANTS AS HE WEBSWINGS ACROSS EMPIRE STATE UNIVERSITY IS TO SPEND THE DAY AS PETER PARKER, ATTENDING SAFE AND SANE SCIENCE CLASSES. POOR SPIDEY...

...HE'S GOING TO BE SO DISAPPOINTED!

YAWN! I'M POOPED! ALMOST WISH SOMETHING EXCITING WOULD HAPPEN!

WAIT! SPIDER-SENSE TINGLING! WARNING ME OF--

--EEEEOW!

NOVA?!

SHHROOOOOOM

DIDN'T THINK ANYTHING *EXCITING* WOULD HAPPEN TODAY! NOT ON THE FIRST DAY OF MY NEW *DELIVERY* JOB!

BUT THEN I TRIED TO MAKE THAT YELLOW LIGHT--

--AND *DIDN'T!*

LOOK, I'M SORRY! JUST GIVE ME YOUR NAME AND LICENSE NUMBER, AND--

FORGET IT. NO HARM DONE.

BUT COMPANY POLICY--

I SAID FORGET IT, DUMBO! NOW SCRAM!

A GUN?

MAYBE I'D BETTER LOOK INTO THIS--

--AS--

"--NOVA!"

THERE'S THAT "LAUNDRY" TRUCK! PULLED UP TO THE BUILDING THAT WAS WRECKED BY THOSE *ARTIFICIAL VIBRANIUM* EXPERIMENTS!*

* IN WEB ANNUAL # 7. -- DANNY

SO FAR, SO--

I DON'T THINK THE SCIENCE STAFF NEEDS FRESH TOWELS, GUYS!

MAYBE YOU SHOULD WORK ON CLEANING UP YOUR OWN *ACT* INSTEAD!

AW, GEEZ! ONE O'THOSE COSTUMED DO-GOODERS!

NO PROBLEM!

THAT'S WHY THE CHIEF GAVE US *THIS* LITTLE ITEM!

RUBBER BATONS AIN'T LETHAL, BUT AT THE RIGHT POWER SETTING--

CH-CH-CHOOM

WHUF

-- THEY HURT LIKE BLAZES!

CHUNKLANG

GOT IT!

GREAT! LET'S ROLL!

GOOD THING WE DIDN'T HAVE TO DO ANY *REAL* DAMAGE! CHIEF SAYS THAT'D BE BAD FOR *PUBLIC RELATIONS!*

CROOKS INTERESTED IN P.R.? WHAT NEXT?

THWIP

YOU'RE GONNA TELL ME YOU HAVE AN *AGENT?*

SPIDER-MAN!

NO APPLAUSE NECESSARY! JUST DOING MY JOB!

SO WHO ASKED YOU? THIS WAS MY GIG!

TWO OF 'EM? TOO MUCH FOR THE BATON LAUNCHER!

BUT NOT FOR A SONIC GRENADE!

SHREEEEEEE

AAAGH!

=Hnf=

EEEEEEEEEEEEEE

B-BAD-GUYS DRIVING AWAY! A-AND THAT SCREAMING'S MESSING UP MY SENSE OF BALANCE!

C-CAN'T GO AFTER THEM!

BUT MAYBE I CAN KEEP *TRACK* OF THEM WITH A--

--SPIDER-TRACER?

NUTS! NOVA WRITHING-- STUMBLING INTO MY LINE OF FIRE!

SPING

HAVE TO USE MY *SPARE*! BLAST IT--

SPING

THAK

--THESE THINGS COST *MONEY*!

G-GOTTA STOP THAT SCREECHING! M-MAYBE A BIG GLOB OF WEBBING--

--WILL MUFFLE IT!

EEEEEEEEEEEEEE

"AT LEAST, LONG ENOUGH FOR NOVA--

"--TO RECUPERATE AND--"

SPUNCH

SEE, WEBSLINGER? I DON'T NEED YOUR HELP!

OH, SURE! I SAW HOW GREAT YOU WERE DOING--

-- BEFORE I DEADENED THAT WAILING SOFTBALL!

NOW, IF YOU'LL EXCUSE ME--

WHOA! B-BETTER TAKE IT EASY!

--I'LL TRY TO FIND OUR PLAY-MATES!

=Whew= STILL KINDA SHAKY. BUT THAT ISN'T WHAT REALLY HURTS!

I WAS WITHOUT POWERS FOR A LONG TIME! AND SPIDER-MAN SEEING ME UNABLE TO USE THEM AGAIN, WELL...

...THAT KINDA MAKES ME FEEL LIKE A JERK!

AND HE'S NOT THE ONLY ONE!

EMPIRE STATE UNIVERSITY; ONE HOUR LATER.

I BLEW IT! CROOKS HAD AN ESCAPE ROUTE PLANNED!

GOT OUT OF RANGE OF MY SPIDER-SENSE FAST!

BUT THE BOX THEY TOOK CAME FROM THE BUILDING WHERE ROXXON FUNDED THOSE ARTIFICIAL VIBRANIUM EXPERIMENTS!*

THAT SYNTHETIC TURNED INTO ANTARCTIC VIBRANIUM, A SUBSTANCE THAT MELTS METAL--

*IN THIS YEAR'S SPIDER-MAN ANNUALS -- DANNY

--AND THE PROJECT HEADS WERE DISMISSED!

BUT CARLOS MUÑOZ WAS THE GRAD STUDENT ASSISTING THE EXPERIMENTS!

"MAYBE I SHOULD LOOK OL' CARLOS--

"--UP!"

BUENOS DIAS! GOT SOMETHING TO TELL ME?

SAY, ABOUT VIBRANIUM?

Y-YOU KNOW?

HEY, I-I JUST THOUGHT I COULD FIGURE WHY THE EXPERIMENT FAILED!

THAT'S WHY I USED E.S.U. SOURCES TO SCORE A SMALL PIECE OF REAL ANTARCTIC VIBRANIUM!

"BUT SOME GUYS OFFERED TO BUY IT! BIG BUCKS!

"EVEN HAD A BOX THAT NEGATED THE MELTING EFFECT! TALK ABOUT HIGH TECH!

THEY PAID A FORTUNE!

Y-YOU'D HAVE DONE THE SAME THING, RIGHT?

STUPID QUESTION.

ANTARCTIC VIBRANIUM COULD BE DANGEROUS! DEADLY IF IT FELL INTO TERRORIST HANDS! BUT WHAT KIND OF TERRORISTS--

--WORRY ABOUT PUBLIC RELATIONS?

HOWEVER, THAT EVENING, PETER PARKER HAS MORE MUNDANE THINGS TO WORRY ABOUT...

HURRY, PETER! WE'LL BE LATE!

SORRY.

YOU KNOW HOW AUNT MAY LOOKS FORWARD TO OUR VISITS, AND WE CAN'T STAY LONG AS IT IS.

UH-HUH.

WE HAVE TO MEET BRETT AND GINNY AT THE CLUB. WE'VE BEEN PROMISING WE'D GO DANCING WITH THEM FOR WEEKS!

Mm-hm.

HON, ARE YOU OKAY? YOU'VE BEEN ANSWERING IN MONOSYLLABLES ALL EVENING!

HM? OH, UH, SURE!

I'M FINE, MARY JANE! LET'S GO!

FOREST HILLS; THE MODEST HOME OF MAY PARKER...

REALLY, PETER, YOU'RE NOT QUITTING NOW?

WHY, YOU'VE ONLY HAD TWO PIECES OF GINGER CAKE!

OOO! ONE MORE BITE AND YOU'LL HAVE TO RENT A FORKLIFT TO GET ME HOME!

YOU'RE TOO GOOD TO ME, AUNT MAY.

NEVER!

I JUST WISH YOU YOUNGSTERS COULD STAY A LITTLE LONGER...

SO DO I, PRETTY LADY!

BUT WE'LL MAKE UP FOR IT WHEN WE SEE YOU AND MR. LUMPKIN AT THE STREET FAIR SATURDAY.

BYE-BYE! smek

I JUST CAN'T STOP THINKING ABOUT THAT *ANTARCTIC VIBRANIUM*--AND WHAT IT MIGHT BE *USED* FOR!

BUT YOU'RE OFF DUTY!

BEING SPIDER-MAN *24 HOURS A DAY* ISN'T FAIR TO--

WAITAMINIT! SPIDER-SENSE TINGLING!

THAT WAS THE *LONGEST* SPEECH YOU MADE ALL NIGHT! SOMETHING *IS* WRONG! DON'T YOU THINK I HAVE A RIGHT TO KNOW?

I'M SORRY, MJ.

IT'S *NOVA*! MUST STILL BE CARRYING MY TRACER! BUT WHY *QUEENS*?

THEN AGAIN, WHY NOT? SINCE HE CAN *FLY*, HE CAN GO ANYWHERE--

--SAY! THAT GIVES ME AN IDEA! 'FRAID THE DANCING WILL HAVE TO WAIT, SWEETHEART!

NOW JUST A MINUTE--

THIS IS IMPORTANT! I-I MEAN *DIFFERENT* IMPORTANT!

FINE! I'LL GIVE BRETT AND GINNY YOUR REGRETS!

YOU'RE GOING *ALONE*?

WHY NOT?

YOU'RE NOT GOING OFF TO PLAY *HERO* ALONE!

SOMETHING'S BUGGING MJ! HAS BEEN FOR WEEKS!

WELL, HARM'S ALREADY DONE. MIGHT AS WELL TRY TO FIND--

"--NOVA!"

HOME'S ONLY A BLOCK AWAY, BUT I DON'T FEEL LIKE *GOING* HOME YET!

I'M STILL RANKED ABOUT WHAT HAPPENED TODAY WITH--

YO! SHINY-TOP!

--HIM!

THAT TRUCK AT THE UNIVERSITY HAULED AWAY SOME *NASTY* STUFF! AND SINCE IT HAD *NEW JERSEY* PLATES--

--I FIGURE WITH YOUR *FLYING* POWER WE CAN COVER MOST OF THE STATE IN A FEW--

HOLD IT! I'VE ALREADY *GOT* PARTNERS-- THE *NEW WARRIORS!* WHY WOULD I WANT TO TEAM WITH *YOU?*

I... I DON'T KNOW. BUT I CAN'T SEARCH A WHOLE STATE ON *WEBLINES!* I GUESS WHAT IT BOILS DOWN TO IS...

...I NEED YOU!

OH. WELL.

THAT'S *DIFFERENT!*

BY THE TIME A NEW SUN RISES, THE TWO SEEKERS HAVE TRAVERSED MOST OF NORTH JERSEY.

THEY ARE NOT HAVING FUN YET!

HEY! WATCH THOSE AIR POCKETS, ACE!

TELL YOU WHAT, PORKO, LOSE THIRTY POUNDS--

--AND MAYBE I CAN MAINTAIN STABILITY!

SPIDER-SENSE!

WE'RE GETTING CLOSE!

EAST-NORTHEAST! TOWARDS THAT MOUNTAIN!

YOU PSYCHIC OR SOMETHING?

LET'S JUST SAY I GET HUNCHES.' AND SOMETIMES--

--THEY PAY OFF!

THE "LAUNDRY" TRUCK!

LOOKS LIKE THERE'S AN ENTRANCE INTO THE MOUNTAIN! BUT IT'S GUARDED LIKE FORT KNOX!

THEN I GUESS WE'D BETTER FIND--

"-- A BACK DOOR!"

AIR VENT ISN'T WATCHED, BUT IT LOOKS LIKE IT'S ARMORED TO THE MAX!

NEED ANY HELP?

=sigh=

KWARENCH

OKAY, MAYBE IT WASN'T SO STRONG!

BUT HOW COME IT WASN'T RIGGED TO AN ALARM!

THERE'S WHY!

HUH?

SEE THAT DISC? IT'S SENDING OUT AN INVISIBLE *TRIP BEAM*! THESE FOLKS MUST BE RELYING ON *INTERIOR* SECURITY!

WATCH YOUR STEP!

BUT IT'S ALMOST PITCH BLACK! HOW COULD YOU *SEE*--!

YEEESH. I CAN FLY. I'M STRONG. THOSE ARE *REASONABLE* POWERS!

BUT THIS SPIDER-GUY'S DOWNRIGHT *SPOOKY*!

SHAFT'S SPLITTING OFF, GOING IN TWO DIRECTIONS!

GUESS WE'D BETTER DO THE SAME!

IF WE DON'T FIND ANYTHING, WE MEET BACK HERE!

RIGHT!

BUT SOON...

SOUNDS OF MACHINERY! AND VOICES!

TUNNEL GETTING *LIGHTER* AHEAD!

ALL COMING FROM THAT VENT! SEEMS I'VE *FOUND* WHAT I WAS LOOKING FOR!

OH, LORD!

I-I WASN'T LOOKING FOR THAT!

"THE TRI-SENTINEL!

"A TRIPLE ROBOT MAGICALLY MERGED BY *LOKI* DURING HIS ACTS OF VENGEANCE! I WAS ABLE TO DESTROY IT THEN ONLY BECAUSE I HAD THE *CAPTAIN UNIVERSE* POWERS!*

"THESE BUILDINGS, THE SECRECY, I CAN UNDERSTAND! THAT GOES ALONG WITH MY SUSPICIONS ABOUT WHO'S *BEHIND* ALL THIS! BUT WHY THE DEVIL IS THE TRI-SENTINEL INTACT? AND *HERE?*"

"I--I DON'T EVEN KNOW IF IT'S THE *ORIGINAL*...OR A *DUPLICATE*...

"BUT, SOMEHOW, I'VE GOT A FEELING IT'S NOT GOING TO MAKE MUCH *DIFFERENCE* IN THE END."

*IN AMAZING #329.--D.

WHAT THE HECK AM I DOING HERE? I'M NOT SPIDER-MAN'S KID *SIDEKICK!*

I SHOULD'VE JUST DROPPED HIM OFF AND-- WAIT! *VOICES!*

THE *DEMONSTRATION DISK* IS DONE AT LAST! TWO MONTHS OF WORK, BUT IT SHOULD TELL THE FOUNDATION'S POTENTIAL *CUSTOMERS* ALL THEY NEED TO KNOW ABOUT US!

SHIFT'S ALMOST OVER. JOIN ME IN THE COMMISSARY FOR A LITTLE CELEBRATION?

ARE YOU KIDDING? FOR AN ORGANIZATION SELLING *SURVIVAL*, THEY SEEM RATHER UNCONCERNED ABOUT *POISONING* THEIR OWN STAFF!

OH, WELL. PERHAPS JUST COFFEE.

PERFECT!

I'LL GRAB THAT INFO DISK ON MY OWN! PROVE I DON'T NEED SOME GLORY-GRABBING WALL-CRAWLER--

--TO WATCH OUT FOR ME!

ONCE I SLIP THE DISK INTO MY TUNIC, I CAN--

FREEZE!

HUH?

SILENT WARNING WAS ON THE MONEY! WE GOT US AN *INTRUDER!*

REACH FOR THE SKY, FANCY-PANTS!

OOOOOOOOOKAY.

SHROWM

UH, MAYBE I SHOULD HAVE PHRASED THAT ANOTHER WAY...?

IDIOT! SOUND THE--

BREET BREET BREET BREET

ALARMS!

THWIPP

SOMETHING MUST'VE HAPPENED TO NOVA!

WHICH MEANS ANY MINUTE NOW THEY'RE GOING TO COME LOOKING FOR...

THERE! ON THE WALL!

. . .

. . . ME.

WONDERFUL.

SORRY, NOVA!

OOOO

YOU'RE ON YOUR OWN!

PCHAK

PCHAK

PCHAK

A POSITION THE HUMAN ROCKET SEEMS RATHER COMFORTABLE WITH!

UNTIL...

FOOOMP

YAGH! S-SOME KIND OF NET!

OOO

UH-HUH.

THE ELECTRIFIED KIND!

KZZZZZHHHT

ACTUALLY, THESE GUYS ARE PRETTY GOOD!

COULD PROBABLY HOLD THEIR OWN AGAINST NORMAL OPPONENTS--

--THOUGH THEY DO SEEM TO HAVE A SLIGHT PROBLEM WITH SPIDERS!

WAMPK

I SUGGEST YOU DESIST, SPIDER-MAN--

HNH?

--UNLESS YOU WANT YOUR FRIEND TO DIE!

CARLTON DRAKE!

I THOUGHT YOU AND YOUR LIFE FOUNDATION MIGHT BE BEHIND THIS! YOUR MODUS OPERANDI--BUILDING SECRET SURVIVAL CONDOS FOR THE RICH AND FAMOUS--IS LIKE A FINGERPRINT!

THE LOCATION, THE TECHNOLOGY, THE CONCERN WITH PUBLIC IMAGE, IT ALL FITS!

YOU'RE SMART, WALL-CRAWLER. PERHAPS TOO SMART.

THEN LISTEN TO SOME SMART ADVICE: WHATEVER YOUR PLANS FOR THE TRI-SENTINEL ARE--DROP THEM!

OR YOU'LL BE SORRIER THAN YOU EVER THOUGHT YOU COULD BE!

DON'T BE RIDICULOUS! THIS ROBOT IS THE PERFECT ANSWER TO OUR *SECURITY* NEEDS!

OUR CLIENTS ARE POWERFUL--AND WILL REQUIRE POWERFUL *PROTECTION* WHEN THE WORLD ECONOMY INEVITABLY COLLAPSES!

"THAT'S WHY OUR CREWS PAINSTAKINGLY GATHERED THE TRI-SENTINEL'S SCATTERED REMAINS--

"--AND BROUGHT THEM *HERE!*

"AS A FAIL-SAFE MEASURE, WE PLACED A SMALL BIT OF ANTARCTIC *VIBRANIUM* IN ITS CONTROL CENTER!"

"SENTINELS EVENTUALLY REGENERATE, SO BEFORE THIS ONE COULD, WE SURROUNDED IT WITH AN ELECTRICITY-DAMPENING GRID OF *ELECTROMAGNETIC PULSES!*

THE PROPER SIGNAL FROM THIS HAND UNIT WILL *DEACTIVATE* THE SHIELDED BOX CONTAINING THE VIBRANIUM.

AND THE ROBOT'S BRAIN WILL *MELT* LIKE BUTTER ON A GRIDDLE!

WAIT! YOU DON'T KNOW WHAT YOU'RE DOING!

OH, BUT I DO! I'M GOING TO *FIELD TEST* THE ROBOT--

TIK

--ON *YOU!*

IMPEDING ENERGY GRID CANCELLED.

UNIT FUNCTIONS RETURNING; INTERIOR SYSTEMS ON LINE.

THIRD PARTY REPROGRAMMING UNDERGOING EVALUATION.

CONCLUSION: REJECTION OF ALIEN COMMANDS COMPLETE.

LOKI PRIME DIRECTIVE--

--OPERATIONAL!

NOT THAT WAY, YOU LUMBERING DUNCE! HE'S OVER HERE!

BLAST! IT'S NOT RESPONDING!

ACTIVATE THE FAIL-SAFE! YOU HAVE TO!

THIS WILL BE COSTLY, BUT I SUPPOSE--

--eh? N-NO RESPONSE THERE, EITHER!

I WARNED YOU!

THAT ISN'T JUST A ROBOT--

PRUNCH

SPAKASH

"--IT'S A JUGGERNAUT ALTERED BY MAGIC! AND IT'S OBVIOUSLY GOT ITS OWN FAIL-SAFE, SOME SORT OF INTERFERENCE THAT CAN BLOCK YOUR SIGNAL!

"LOKI CREATED THAT MONSTER! AND IF *DESTRUCTION* IS WHAT LOKI WANTED--

"--DESTRUCTION IS WHAT WE'RE GONNA GET!"

FKOW!

FKOW

KRONCH

KRO

SKAZZASH

THWIP

THWIP

Y-YOU'VE GOT TO STOP IT! WE'LL ALL BE KILLED!

DON'T GET YOUR SHORTS IN AN UPROAR, BIGSHOT!

I'LL DO MY BEST!

I JUST HOPE THAT'S *ENOUGH!* THIS GUY LITERALLY HAS EYES IN THE BACK OF HIS--

--HEAD?

BARELY AVOIDED THAT BACKHAND! EVEN SO--

--k-koff k-koff-- I TOOK A SNOOTFUL OF TEAR GAS! THIS LOOKS BAD!

AT LEAST I HAD THE CAPTAIN UNIVERSE POWERS BEFORE! NOW...

...I'VE ONLY GOT ME!

AH, BUT THAT'S ABOUT TO CHANGE!

SH...SHACKLED? MAN, IT'S BEEN A ROUGH 24-HOURS!

FIRST THAT SOUND BOMB AND NOW THIS!

KINDA MAKES ME FEEL LIKE--

--BREAKING SOMETHING!

CHAK!

NOW TO-- WHOAH!

I MEAN, BESIDES INCREDIBLY AGGRESSIVE!

KZHAM

WHAT THE DEVIL IS THAT THING?!

NOVA? THANKS!

'FRAID I'M NOT DOIN' THIS FOR YOU, BUDDY!

TWANK

I JUST HAPPEN TO GET A LITTLE ANNOYED WHEN I'M SHOT AT!

YOW!

ZHAK

GUESS "ROBO-JERK" TOOK THAT AS A CHALLENGE!

FZZAP

NOVA'S DISTRACTION'S LETTING ME GET CLOSE!

LOOKS LIKE AN ACCESS PANEL! PROBABLY HOW DRAKE'S MEN GOT INSIDE!

IF IT WAS GOOD ENOUGH FOR THEM...!

KRRETCH

WHOA! SOME "SKULL"! BETTER HURRY!

THAT VIBRANIUM CONTAINER SHOULD HAVE SOME SORT OF MANUAL CONTROLS!

AND IF I CAN GET TO IT BEFORE I'M--

WAIT! SPIDER-SENSE--

--TOO LATE!

TRAPPED IN SOME SORT OF FORCE-BUBBLE!

SHOULD'VE FIGURED THE TRI-SENTINEL WOULD DEFEND ITSELF!

PSSSSS

GAS?!

SILLY ME.

HERE I WAS THINKING THINGS COULDN'T GET WORSE...!

TRIPLE ARMS OR NOT, YOU'LL HAVE TO DO BETTER THAN THAT!

=ulp= I-I-IT DID!

COILS ARE STRONG! IT'LL TAKE TIME TO BREAK LOOSE!

SPIDEY, OL' PAL, I GUESS IT'S UP TO YOU!

NOW THERE'S GOOD NEWS!

C-CAN'T...HOLD MY BREATH... M-MUCH LONGER! S-STARTING... TO BLACK OUT!

AT LEAST... I'VE LEARNED... MY LESSON!

NEXT TIME...

...I GO DANCING!

MICHELINIE, BAGLEY & EMBERLIN ARE JUST GETTING STARTED! BE HERE NEXT MONTH FOR THE INCREDIBLE CONCLUSION!

MARVEL COMICS

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GUEST STARRING NOVA OF THE NEW WARRIORS!™

the AMAZING SPIDER-MAN®

TWO AGAINST THE TRI-SENTINEL!™

50 YEARS OF CAPTAIN AMERICA 1941 – 1991

BAGLEY & R.E. '91

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THE MASSIVE ROBOT CALLED THE TRI-SENTINEL MAY HAVE THREE OF **MOST** THINGS, BUT IT ONLY HAS ONE MIND! AND THAT'S CURRENTLY FOCUSED ON DESTRUCTION!

NOVA, OBVIOUSLY, IS A PRIME TARGET! WHILE **INSIDE** THE MECHANICAL MONSTER'S GARGANTUAN SKULL--

--SPIDER-MAN HAS THE MISFORTUNE OF BEING ANOTHER!

GAS! =KOFF=

F-FEEL LIKE I'M BREATHING ACID!

DEATH WALK!

D. MICHELINIE WRITER
M. BAGLEY PENCILER
S. DELAROSA INKER
R. PARKER LETTERER
B. SHAREN COLORIST
D. FINGEROTH EDITOR
T. DEFALCO, EDITOR IN CHIEF

THOUGHT I WAS RID OF THE TRI-SENTINEL AFTER THE ACTS OF VENGEANCE!*

*IN AMAZING #329.--DANNY

BUT THE LIFE FOUNDATION RESURRECTED IT TO PROTECT THEIR UPSCALE SURVIVALIST COMMUNITY!

ONLY IT WON'T FOLLOW THEIR COMMANDS!*

*A QUICK SYNOPSIS OF LAST ISSUE.--D.

THAT FAIL-SAFE BOX CONTAINS ANTARCTIC VIBRANIUM! IF I COULD ACTIVATE IT--

--IT WOULD MELT THE ROBOT'S CONTROL CENTER!

BUT THIS BLASTED FORCED CYLINDER RUNS FROM CEILING TO... FLOOR?

YEAH! BUT MAYBE IT DOESN'T GO--

"--BENEATH THE FLOOR!"

KRATCH

MUCH BETTER! NOW TO GET UNDER THE FAIL-SAFE BOX, THEN CRASH BACK UP AND ACTIVATE IT BEFORE--

KRRRRRRK

--UH-OH! SPIDER-SENSE! WARNING OF DANGER!

SOUNDS LIKE STRAINING METAL! WHAT--

EYOW!

RIVETS! FIRING LIKE BULLETS!

SP-P-P-PAK

PWEE EN

--HUH? THAT RUMBLING! EVERYTHING STARTING TO TREMBLE! WHAT THE HECK'S HAPPENING NOW?!

SENTINEL MUST BE AWARE OF WHEREVER I GO! WHATEVER I DO! USING INTERIOR COMPONENTS AS MAKESHIFT DEFENSE WEAPONS! AND--

WELL, FOR STARTERS--

--THE MAGICALLY MELDED MECHANOID IS DIVESTING ITSELF OF ITS OTHER PROBLEM!

YEEEEHA--!

PLAKSH

AFTER WHICH...

BRRRRRRRMMMMM

SHPRAKOW

SEE THAT ALL COMPUTER FILES ARE REMOVED AT ONCE!

THEN DESTROY THE MAINFRAME SO THERE'S NO CHANCE OF DATA RETRIEVAL AFTER WE EVACUATE!

R-RIGHT AWAY, Mr. DRAKE!

ONCE AGAIN, THE FOUNDATION IS FORCED TO ABANDON EXPENSIVE RESOURCES!

BECAUSE OF SPIDER-MAN!

SPIDER-MAN! H-HE WAS *INSIDE* THAT GIANT TINKERTOY WHEN IT TOOK OFF!

I DIDN'T *VOLUNTEER* FOR THIS GIG! BUT SPIDEY AND I *STARTED* IT TOGETHER--

--AND WE'RE GOING TO *END* IT TOGETHER!

...FINAL.

I JUST WISH THAT DIDN'T SOUND SO...

LAST TIME I TANGLED WITH THIS THING, MY *CURIOSITY* WAS PIQUED!

SO I USED MY *RESERVE AVENGER* STATUS TO BONE UP ON SENTINELS FROM THE AVENGERS' FILES!

THAT SHOULD BE THE *CENTRAL PROCESSING UNIT*, HERE IN THE ABDOMEN!

HAVE TO USE IT TO SLOW THE ROBOT DOWN!

THE TRI-SENTINEL WAS PROGRAMMED BY *LOKI* TO WRECK A NUCLEAR FACILITY ON LONG ISLAND! SO IT'S LIKELY HEADING FOR THE NEAREST *LOCAL* NUCLEAR PLANT!

IF I CAN CREATE A LOOP IN ITS PRIORITY CIRCUITS, CAUSE IT TO REJECT *FLIGHT* COMMANDS, MAYBE-- eh?

SPIDER-SENSE AGAIN! GOT TO IGNORE IT! KEEP PROGRAMMING UNTIL--

=whoof=

AT LEAST I COMPLETED THE LOOP-- BUT WILL IT *WORK*?

YESSSS!

WE'RE DEFINITELY...

"...COMING IN FOR A *LANDING*."

DON'T KNOW WHY TRIPLE UGLY HERE DECIDED TO *HOOF* IT--

--BUT THAT'S GOING TO MAKE *MY* JOB A LOT EASIER!

SSSHHRRRMMMMM

ZHRAK

=WHNG!=

SOMETIMES BEING WRONG...

...REALLY HURTS!

CABLES ≥hng!≤ STRONGER THAN THEY SHOULD BE!

DON'T KNOW IF IT'S DESIGN, OR LOKI MAGIC! BUT I CAN HARDLY--

RRRRRRKK

--AH, GEEZ! RIVETS STARTING TO ACTIVATE AGAIN!? COULDN'T THEY HAVE BUILT THIS THING WITH KRAZY GLUE?

RRRK

WE'VE GOT A PROBLEM, SIR! DR. COLLINS SAYS THE DEMONSTRATION DISK IS MISSING! IT WAS IN THE ROOM WHERE THEY FOUND NOVA!

BLAST! THAT COMPUTER DISK CONTAINS ENOUGH EVIDENCE TO CONVICT EVEN ME!

ALERT THE TAC SQUAD! THEY WERE OUR PROTECTORS BEFORE WE ACTIVATED THE TRI-SENTINEL!

THEY'RE EQUIPPED WITH EVERYTHING FROM LASER CANNONS TO BRAIN-SCRAMBLING SONICS!

"GET THEM AFTER THAT DISK NOW! TELL THEM TO RETRIEVE IT, OR ERASE IT! AND IF NOVA RESISTS--

"--ERASE HIM AS WELL!"

ELSEWHERE...

Y'KNOW, DEANA, I THINK I'D GO *CRAZY* IF I COULDN'T GET OUT O' THE CITY ONCE IN A WHILE.

Mm-hm

PEOPLE GIVE JERSEY A BAD RAP, 'BOUT POLLUTION, NOISE, CRIME.

BUT THEY NEVER TALK UP *GOOD* THINGS, LIKE THE PARK SYSTEM! I MEAN, THIS STATE IS JUST CHOCK FULL OF--

-- SURPRISES?

KHOOM

OH, MAN! WH-WHAT WAS *THAT*?!

A BIG METAL GUY WHO DOESN'T LIKE PICNICS?

DON'T WORRY, YOU'LL BE SAFE NOW!

JUST WISH I COULD SAY THE SAME--

-- FOR SPIDER-MAN!

RIVETS ABOUT TO POP! IF I DON'T GET LOOSE, THEY'LL GO RIGHT *THROUGH* ME!

OR...

...IF I CAN JUST BUDGE THESE CABLES A LITTLE...

THAK THAKA THATCH

...THROUGH THESE DOCTOR OCTOPUS *REJECTS!*

IT WORKED! CABLES WEAKENED--

--ENOUGH FOR ME TO BREAK *FREE!*

BUT I'M BACK TO SQUARE ONE AGAIN!

SURE HOPE NOVA'S DOING BETTER OUTSIDE!

WHAT DO I DO?

THIS THING'S CRUSHING BUILDINGS LIKE THEY WERE *DOLL HOUSES!*

AND EVEN IF I *COULD* FIGURE A WAY TO DROP HIM, HE'D FLATTEN HALF-A-MILE OF... OF...

...OH, LORD! H-HE'S HEADING STRAIGHT FOR THE HUDSON RIVER! AND RIGHT ACROSS FROM THAT IS--

NEW YORK!

TRI-SENTINEL ISN'T AFTER JUST *ANY* NUCLEAR PLANT! IT'S STILL LOCKED ON LOKI'S *PRIME* DIRECTIVE!

THAT MEANS ITS HEADING FOR LONG ISLAND-- WITH *MANHATTAN* DEAD IN ITS PATH!

HNH?

NOT MORE *RIVETS*--!

PSSSHH

WHOA! ALMOST WISH IT WAS! BARELY SPUN A *WEBBING SHIELD* IN TIME!

THAT MUST BE LIQUID NITROGEN, CHANNELED FROM THE SENTINEL'S EYE NOZZLES!

AT LEAST THE WEB'S HOLDING!

KRAKLISH!

SOMETHING MY "HOST" MUST'VE ALSO NOTICED! SENT A HYDRAULIC BALL JOINT AFTER IT!

AND ME!

BETTER HEAD BACK TO THE C.P.U.!

SENTINEL WON'T TRY TO FREEZE ME THERE! TOO MUCH RISK TO ITS OWN SYSTEMS! ONLY PROBLEM IS--

--THAT'LL TAKE ME AWAY FROM THE FAIL-SAFE BOX!

LANDFALL! AND THAT'S JUST FOR STARTERS!

PAST THE WEST SIDE HIGHWAY, AND RIVERSIDE PARK IS ONE OF THE MOST DENSELY POPULATED AREAS IN THE COUNTRY! I--

EH? VEHICLE APPROACHING!

POLICE?

NOT FROM *THIS* PLANET!

AND NOT ON *MY SIDE,* EITHER!

THAT ENERGY BOLT ALMOST CLIPPED ME!

JUST WHAT I NEEDED -- A SIDE ORDER OF *CABLES* WITH MY LATEST HELPING OF *RIVETS!*

AND THESE EVEN HAVE *GRAPPLES* ON THE ENDS! MUST BE PART OF AN INTERIOR MAINTENANCE SYSTEM!

THIS IS GETTING ME NOWHERE! BUT IT'S LETTING THE *ROBOT* GET--

!!-- FARTHER INTO THE CITY!"

KGUNCH

HOW FAST IS THIS GUY?!

TOO FAST! TRY LEADIN' 'IM MORE--FIRE WAY AHEAD OF 'IM!

SHVAK

MISSED AGAIN!

YEAH! B-BUT I THINK WE GOT THE BIG GUY'S ATTENTION!

≥gulp≤
AFTER WHAT THEY TRIED TO DO TO ME, I SHOULD LET 'EM TAKE THEIR MEDICINE!
BUT BLAST IT--
VCHOW
TOINK
--I CAN'T!
FWREEEE
PWAP
≥AGH!≤ WHAT A SLAP!
S-SURE SET MYSELF UP FOR THAT ONE!
NOT TO MENTION THIS ONE!
GOT 'IM! IF HE'S CARRYIN' THAT COMPUTER DISK, A MAGNETIC BEAM'LL WIPE IT CLEAN!

ENERGY'S NOT HURTING *ME*, BUT WHAT'S HAPPENING TO THE TRI-SENTINEL? IT LOOKS LIKE IT'S--

STOPPING?

CABLES GOING LIMP?!

DON'T KNOW WHY--

--BUT I'M NOT ABOUT TO LOOK A *GIFT* 'BOT IN THE MOUTH!

BETTER MAKE MY WAY TO THE FAIL-SAFE BOX BEFORE OL' HIGH-POCKETS GETS HIMSELF BACK ON LINE!

SOMEHOW, THAT RAY'S GUMMING UP THE SENTINEL'S WORKS!

GOTTA MAKE SURE IT DOESN'T *STOP*!

HI! WANNA KEEP ME FROM DOING THIS TO YOUR *HEADS*?

THEN TRAIN YOUR BEAM WEAPON ON THAT ROBOT--

--AND *LEAVE* IT THERE!

GOOOOD BOYS!

SENTINELS CAN REGENERATE THEMSELVES, REPAIR DAMAGE!

SO THIS ONE'S BOUND TO FIGURE A WAY TO NEGATE WHATEVER'S FREEZING ITS MECHANICAL SYSTEMS!

"AND BEFORE THAT HAPPENS, I'D BETTER REACH--

"--THE CONTROL CENTER!"

KRRRRIKT

NOT A SECOND TOO SOON!

SENTINEL'S STARTING TO MOVE AGAIN!

HAVE TO GET TO THE FAIL-SAFE FAST! BEFORE SENSORS PICK ME AND ACTIVATE ANOTHER--

--FORCE BUBBLE!

SORRY, PAL. THIS TIME--

--YOU'RE TOO LATE!

PLAK

IT'S WORKING!

METAL BEGINNING TO MELT!

STARTING WITH THE NOW-*UNSHIELDED* COMPONENTS OF THE FAIL-SAFE BOX!

SPREADING FAST! EATING INTO THE CONTROL PANELS! THIS JUST MIGHT DO THE--

--TRICK? PANELS RE-FORMING! ROBOT'S *REGENERATING* DAMAGED PARTS!

BUT THE VIBRANIUM'S JUST MELTING THEM ALL *OVER* AGAIN!

IT'S ALMOST AS IF THE TRI-SENTINEL--

--WAS AT WAR WITH *ITSELF!*

DON'T KNOW IF IT WAS THE *RAY BEAM*, OR WHAT SPIDER-MAN'S DOING *INSIDE!*

BUT THAT SIX-ARMED MONSTROSITY'S GOING *HYPER!*

OKAY, GUYS, SET THIS SHIP DOWN AND WAIT FOR THE POLICE!

AND DON'T EVEN *THINK* OF RUNNING AWAY!

OR YOU'LL WISH I'D LET THE *ROBOT* HAVE YOU!

THIS IS *AWESOME!* THE SENTINEL'S DETERMINED TO SURVIVE, BUT THE VIBRANIUM'S STRUGGLING FOR DOMINANCE!

MELTING EVERY BIT OF METAL NEAR IT!

"EVERY"? B-BUT, THE FILLINGS IN MY *TEETH* ARE METAL!

I-I'VE GOT METAL *SALTS* IN MY *BODY!*

AND VIBRANIUM CAN'T TELL THE DIFFERENCE BETWEEN *THOSE* AND WHAT IT'S *SUPPOSED* TO MELT!

≡WHEW≡ VIBRANIUM CHUNK WAS SMALL--

-- I GOT OUT OF ITS *RANGE* IN TIME!

BUT I'VE A FEELING MY TROUBLES AREN'T OVER YET!

THE WHOLE ROBOT'S TREMBLING! STARTING TO GLOW!

GET OUT OF THERE, SPIDEY!

GET OUT!

HE'S TRYING!

NOTHING LIKE THIS HAS EVER HAPPENED TO A SENTINEL BEFORE!

ITS PROGRAMMING IS BATTLING A FOE IT CAN'T *POSSIBLY* DEFEAT!

BUT IT WON'T GIVE UP! IT'LL JUST KEEP POURING ON POWER UNTIL IT REACHES--

--OVERLOAD!

THWIPP

FFASH

DUST! SCATTERING IN THE WIND!

ROBOT CHANNELED EVERY BIT OF ITS INCREDIBLE POWER AGAINST ITSELF, ALL IN AN EFFORT TO DESTROY WHAT WAS DESTROYING IT:

A PIECE OF ROCK...!

AND, SOMETIME LATER, AFTER POLICE HAVE CORDONED OFF THAT INANIMATE CULPRIT...

COULD'VE BEEN WORSE.

NYPD

ACCORDING TO THE HEAD COP, THERE WERE NO FATALITIES. AND INJURIES WERE MIRACULOUSLY LOW.

WHEN I THINK OF WHAT *COULD* HAVE HAPPENED...!

WELL, EMPIRE STATE UNIVERSITY IS SENDING A SPECIAL TEAM TO RETRIEVE THE VIBRANIUM.

WHICH JUST LEAVES THIS LITTLE BIT OF UNFINISHED BUSINESS!

I CHECKED IT OUT ON A COMPUTER IN THE PARAMEDIC VAN.

IT'S AS *CLEAN* AS A SHOWROOM CADILLAC!

THAT'S WHY THEY ZAPPED YOU WITH THAT MAGNETIC BEAM!

AND IF I KNOW THE *LIFE FOUNDATION*, THEY'VE REMOVED EVERY SMIDGEN OF INCRIMINATING EVIDENCE FROM THAT JERSEY MOUNTAIN BY NOW!

I... I GUESS I SHOULD'VE TOLD YOU ABOUT THE DISK BEFORE. YOU MIGHT'VE TOLD ME TO PUT IT SOMEPLACE SAFE!

EVERYONE SCREWS UP, NOVA. EVEN US OLD PROS!

MAYBE.

BUT EVER SINCE I JOINED THE *NEW WARRIORS* I'VE BEEN LEARNING. AND ONE BIG LESSON IS HOW TO BE A *TEAM PLAYER*.

MAYBE I SHOULD LEARN TO APPLY THAT TO THE *REST* OF MY LIFE. AND...

...TO MY *FRIENDS*.

NEXT: *DARKHAWK!* THE *PUNISHER!*

THE BEGINNING OF SPIDEY'S FALL BI-WEEKLIES!

DON'T MISS:

"ROUND ROBIN: REVENGE OF THE SIDEKICK" (PART ONE)

"*WHEN MIDNIGHT STRIKES!!!*"

BAGLEY
+ R.E. '91

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THE GREATEST BI-WEEKLY SAGA OF ALL!

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50 YEARS OF CAPTAIN AMERICA 1941 – 1991

BAGLEY EMBERLIN '91

ROUND ROBIN: THE SIDEKICK'S REVENGE!

PART ONE OF SIX

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

I-- I AM THE ONLY ONE STILL STANDING! MUST ATTACK HIM *NOW*, FROM BEHIND!

THWAMP!

SK-KRACTK!

NO!

N-MMPH!

HOLD!

RELEASE HIM! THERE IS NOTHING FURTHER TO BE GAINED BY THIS ONE-SIDED DISPLAY!

I SAID *RELEASE* HIM, *MIDNIGHT!*

AS YOU WISH, NUMBER SEVEN!

UNNNH!

YOU ARE RIGHT, OF COURSE...

NO MARTIAL ARTISTS, NO MATTER HOW SKILLED, HAVE A CHANCE AGAINST THE CYBORG MIGHT OF *JEFF WILDE!*

USE ONLY YOUR CODE NAME, *MIDNIGHT!* YOUR PERSONAL IDENTITY, LIKE OUR OWN, MUST BE SUBMERGED IN THE GREATER ENTITY WHICH IS THE *SECRET EMPIRE!*

AS YOU WISH, NUMBER SEVEN!

YOU HAVE DONE WELL, MIDNIGHT, AND SO HAVE *YOU*, SEVEN!

FRANKLY, I NEVER THOUGHT I'D SEE HIM SO *COMPLIANT* WITHOUT USING THAT PAIN-INDUCING DEVICE WE HAD PLANTED IN HIS BRAIN.

AFTER ALL, IT WAS *I* WHO VERY NEARLY *KILLED* HIM, THEN ARRANGED TO HAVE HIS BODY *REBUILT* WITH ROBOTIC REPLACEMENTS.

HE RESISTED US AT *FIRST*, BUT THE SECRET EMPIRE CAN BE QUITE... *PERSUASIVE.*

BESIDES, ONCE HE CAME AROUND, MIDNIGHT REALIZED, JUST AS WE HAVE, THAT OUR ORGANIZATION HAS TO EVOLVE TO KEEP UP WITH THE TIMES.

HYDRA HAS BEEN REVIVED, *A.I.M.* HAS RE-FORMED ITSELF--

VII.

--AND BESIDES THOSE *SELF-SERVING* GROUPS, THERE IS A GREATER PROLIFERATION OF SO CALLED *SUPER HEROES* THAN EVER BEFORE!

RECENTLY, OUR OWN GOALS WERE DEALT A SEVERE BLOW BY *SPIDER-MAN*, THE *PUNISHER*, AND MIDNIGHT'S FORMER MENTOR, *MOON KNIGHT.**

*SEE MOON KNIGHT #'S 19-21. --DANNY

NOW WE HAVE THE FIRST IN OUR *OWN* ARMY OF SUPER AGENTS--

--AN AGENT SERVING NO OTHER AGENDA THAN THAT OF THE *SECRET EMPIRE!*

MIDNIGHT HEARS THIS ASSESSMENT, BUT WHETHER OR NOT HE FULLY ENDORSES IT...

...THE ONLY SOUND EMANATING FROM HIM IS A FAINT GRINDING OF GEARS AND CABLES IN WHAT HAD ONCE BEEN A HUMAN JAW!

NOW WE MUST TAKE THE NEXT STEP IN OUR PLANS. WE NEED MORE ADVANCED WEAPONRY AND BETTER ENHANCED CYBORGS LIKE MIDNIGHT!

TO THAT END, WE HAVE RETAINED THE SERVICES OF *ELIOT FRANKLIN*, A PHYSICIST OF SOME REPUTE.

VII

V

OUR FIRST PAYMENT TO HIM CONSISTS OF FREEING HIM FROM THE QUEENS PRISON WHERE HE IS PRESENTLY INCARCERATED.

MIDNIGHT, IT IS YOUR JOB TO RELEASE HIM!

AS YOU WISH, NUMBER SEVEN.

SPEAKING OF QUEENS, IN THAT VERY BOROUGH, FOREST HILLS TO BE PRECISE, WE FIND THE HOME OF MAY PARKER...

...WHERE, LATER THAT AFTERNOON, SHE SERVES TEA AND COOKIES TO HER FAVORITE NEPHEW AND HIS WIFE...

PETER PARKER, YOU SCAMP! BRINGING *MARY JANE* INTO MY HOUSE WITHOUT GIVING ME FAIR WARNING-- I HARDLY HAVE A THING IN THE PANTRY!

DON'T FUSS OVER US, AUNT MAY...

DON'T *HUMOR* HER, MJ! YOU KNOW DARN WELL SHE'S BAKED ENOUGH COOKIES TO PUT THE KEEBLER ELVES OUT OF BUSINESS.

OH--OH, MY GRACIOUS, I ALMOST *FORGOT--!*

IS SOMETHING *WRONG*, AUNT MAY?!

WRONG? WELL I SHOULD SAY SO. THE *INCREDIBLE HUNK* IS WRESTLING *PIERRE THE MAMMOTH* TODAY AND I NEARLY *FORGOT.*

I--I HOPE THAT BRUTE PIERRE DOESN'T HURT THAT NICE HUNKSTER.

GEE, AUNT MAY IF IT *UPSETS* YOU THAT MUCH, MAYBE I'D BETTER TURN IT OFF...

AFTER I'VE WAITED ALL MONTH FOR THIS MATCH? NOT ON YOUR *LIFE*, YOUNG MAN!

HEH! I DIDN'T KNOW YOU WERE SUCH A FAN!

THINK I'LL GO FOR A SWING AROUND THE OLD NEIGHBORHOOD WHILE YOU CATCH YOUR SHOW.

OH, NO, NOT THE SLEEPER HOLD...

WANT SOME COMPANY, TIGER?

NO THANKS, MJ-- I REALLY WANT TO "SWING" AROUND BY MYSELF.

YOU KEEP AUNT MAY COMPANY, AND IF HER BLOOD PRESSURE GETS TOO HIGH--TURN OFF THE *SET!*

IF I DID, I'M NOT SURE I'D LIVE TO TELL ABOUT IT!

SWAK

SHORTLY, ONE SET OF CLOTHES IS REPLACED BY ANOTHER, MORE COLORFUL OUTFIT--

--AND SPIDER-MAN IS ON THE PROWL!

THWIP

AH, THERE'S OLD MIDTOWN HIGH. HUH! FUNNY, I NEVER REALIZED WHAT A SILLY NAME THAT IS FOR A SCHOOL OUTSIDE MANHATTAN!

SURE WENT THROUGH SOME *CHANGES* IN THAT PLACE...

HEY-- IT WASN'T TOO FAR FROM HERE I RAN INTO THAT *DARKHAWK* CHARACTER FIGHTING THE HOBGOBLIN!*

*SEE DARKHAWK #'S 2 AND 3.--DANNY

"BIG AND POWERFUL AS HE WAS, I COULDN'T SHAKE THE FEELING DARKHAWK WAS YOUNGER THAN ME, MAYBE ONLY A HIGH SCHOOLER HIMSELF!

"WISH I COULD'VE DRIVEN HOME MY POINT TO HIM ABOUT THE RESPONSI-BILITY THAT COMES WITH SUCH POWER!

BUT HE SEEMED LIKE A PRETTY CONFUSED GUY.

WONDER WHAT'S EATING HIM, ANYWAY?

MIDTOWN HIGH

*A HANDFUL OF BLOCKS AWAY, THE SUBJECT OF THAT QUERY ENTERS THE PRECINCT HOUSE WHERE HIS **FATHER** USED TO WORK.*

P.D.

*AND SPIDEY IS RIGHT. **CHRIS POWELL** IS ONE CONFUSED PUPPY!*

I--I STILL CAN'T BE-LIEVE WHAT'S *HAPPENED* TO ME IN THE LAST FEW WEEKS!

FAT NO MORE

I TRAILED MY DAD, A COP, TO THE OLD ABANDONED *AMUSEMENT PARK* NEAR OUR HOUSE.

"I--I COULDN'T BELIEVE IT WHEN I SAW HIM TAKING MONEY FROM AGENTS OF *PHILIPPE BAZIN*, A STINKIN' *MOBSTER*! A *PAYOFF*? DON'T KNOW...

"THE HOODS *SAW* ME AND *CHASED* ME.

"THAT'S WHEN I FOUND THE *AMULET*. I PICKED IT UP TO *THROW* AT 'IM. BUT WHEN I *DID*...

"ZOWIE!

"NEXT THING I KNOW, I'VE GOT A WHOLE NEW *BODY*! AND *WHAT* A BODY!

"I'M BIGGER, STRONGER-- BURSTING WITH POWER--

"I'M *DARKHAWK*!"

SINCE THEN I'VE MET *SPIDER-MAN* AND FOUGHT WITH HIM AGAINST THE *HOBGOBLIN*--

HEY, CHRIS! OVER *HERE*, I'VE BEEN *EXPECTING* YOU.

--BUT I HAVEN'T SEEN DAD SINCE. AND I DON'T KNOW FOR SURE *WHAT* WAS GOING DOWN INSIDE THAT OLD FUNHOUSE...

...ANY MORE THAN I KNOW IF I EVEN *BELONG* IN THE SAME LEAGUE WITH THOSE SUPER-POWERED CHARACTERS.

OH--*OFFICER ZAFAR*.

I KEEP TELLING YOU, IT'S *JIMMY*, SON.

ANYWAY, THAT'S YOUR DAD'S DESK. I KNOW YOU WANTED TO COME BY FOR HIS PERSONAL EFFECTS A WHILE AGO, BUT THE DEPARTMENT HADN'T FINISHED GOING THROUGH THEM FOR CLUES TO HIS...*DISAPPEARANCE* YET.

WHY DOESN'T HE JUST COME OUT AND *SAY* IT-- THEY THINK DAD WAS ON THE TAKE! A-AND MAYBE THEY'RE *RIGHT*!

LISTEN, CHRIS... ABOUT YOUR DAD...

I *DON'T* WANT TO TALK ABOUT THIS!

UH--SAY, IT SURE IS *JUMPING* IN HERE TODAY.

WHAT'S WITH ALL THE *SWAT* GUYS?

EH? OH, YEAH, THEY'VE GOT SOME HIGH PROFILE BAD GUY IN THE TANK EN ROUTE TO THE VAULT.* WANTED TO SEPARATE HIM FROM HIS TEAMMATES.

*PRISON FOR SUPER- AND FORMERLY SUPER-CRIMINALS.-- *DANNY*

I GUESS THEY WERE WORRIED THAT SOMEONE'S GOING TO TRY AND--

--*BUST HIM OUT!*

K-KARASH!

GET OUT OF HERE, KID!

WHAK!

WHERE *IS* HE? WHERE IS *ELIOT FRANKLIN*?

WHERE IS THUNDER-BALL?!

SPAK!

WHERE IS HE?!

AAAAAAA!

SKUNCCH!

WHERE--

--IS--

--HE?!

Y!!!!!--

UNHK!

C-CAN'T GET A CLOSER SHOT AT THIS GUY! TOO MANY PEOPLE IN THE WAY!

AAAA!

ARRGGGH!

H-HE'S GOING THROUGH HERE LIKE *TYSON* WENT THROUGH *SPINKS!*

AND HE'S *KILLING* SOME OF THESE COPS!

FAITH N MDRR

GOT TO *DO* SOMETHING!

AND WITH THIS AMULET--I *CAN* DO SOMETHING!

MEANWHILE, IN A HOLDING CELL, DR. ELIOT FRANKLIN BROODS...

HMF! IF I STILL HAD MY *WRECKING CREW* POWERS, THIS SARDINE CAN COULD *NEVER* HOLD ME.

STILL, THE POWER OF MY BRAIN MAKES ME A VALUABLE COMMODITY. BUT THE SECRET EMPIRE SURE IS TAKING ITS *SWEET TIME* SPRINGING ME.

WHAT'S THAT COMMOTION--? IT'S COMING *CLOSER!*

MAYBE I SPOKE TOO--

--SOON?!

HE'S GOT FRANKLIN! GOTTA STOP THEM!

YOU'RE WELCOME TO TRY, COP!

BUT IN CASE YOU HADN'T NOTICED, YOU BLUE BOYS AIN'T GOT THE FIREPOWER TO SLOW ME DOWN--

WAK!

--LET ALONE STOP ME!

BUL-LETS BOUNCE OFF--!

GET DOWN, J-- OFFICER! I'LL TAKE HIM!

WHO-?!

WHUMPF!

WHAT?!

YOU GUYS LEFT OUT WHEN, WHERE AND HOW!

YAAAAA!

SK-RRRASH!

ANYWAY-- I'M DARKHAWK! AND YOU ARE...?

CALL ME MIDNIGHT!

MIDNIGHT, EH? WELL, DON'T HAVE A STROKE!

I'M FALLING-- AND I MAY NOT BE ABLE TO GET UP!

MEANWHILE, STATIONED ON NEARBY ROOF-TOPS, AND ON HOVERING PLATFORMS...

SECRET EMPIRE--MIDNIGHT HAS *FREED* THE PRISONER!

BUT HE IS BEING OPPOSED BY SOME DARK CLAD *SUPER-BEING.*

SHOULD WE GO TO HIS AID?

NO! STAY IN RE-SERVE. LET US *SEE* HOW OUR NEW AGENT *PERFORMS.* AFTER ALL, *THIS* IS WHY WE CREATED HIM.

"LET THIS BE HIS BAPTISM OF FIRE!"

STROKE OF MIDNIGHT, HUH? WHERE DO YOU SUPER HEROES GET YOUR MATERIAL--'PUNS 'A' US'?

RRRRRRRRRAKKK!

LET'S SEE WHAT SORT OF *QUIP* YOU COME UP WITH--

--WHEN YOU'RE *GROUND ZERO* FOR THIS HUNK OF ASPHALT!

IF ONLY I KNEW WHAT *A QUIP MEANT--EQUIPMENT!* THAT'S IT, I'LL USE MY POWER BLAST AS FAULT PREVENTION! *ASPHALT!* GET IT?

I GOT IT! BUT NOT AS BAD AS *YOU'RE* ABOUT TO!

OOPS!

DID I *ALSO* MENTION I CAN MAKE A *SHIELD?*

MEANWHILE, SOMEWHERE IN THE BRONX, A SLIGHTLY LESS SPECTACULAR CONFLICT TAKES PLACE AS **FRANK CASTLE**--BETTER KNOWN AS **THE PUNISHER**--MAKES A FEW SUBTLE INQUIRIES...

THAT'S A GOOD LITTLE SLUMBAG--DROP ALL THE NASTY DRUGS INTO THE GUTTER!

NOW **TALK** TO ME!

UNH! **EASY**, MAN! I DON'T KNOW **NOTHING!**

BY USING THAT DOUBLE NEGATIVE YOU'RE SAYING YOU **DO** KNOW **SOMETHING!**

SOMETHING NEW ABOUT THE **SECRET EMPIRE** FOR INSTANCE?

SECRET **UMPIRE**-- HEY, MAN I AIN'T NO BASEBALL FAN!

WHAMPF!

THERE'S THAT PESKY DOUBLE NEGATIVE AGAIN!

NOW THIS INSIGNIA RING YOU'RE WEARING WOULD INDICATE THAT YOU **DO** KNOW SOMETHING ABOUT THE SECRET EMPIRE. THAT YOU'RE A **MEMBER**, IN FACT.

AAGGH! Y-YOU'RE BREAKIN' MY **ARM**, MAN!

OKAY--I'LL TELL YA--! WORD IS THEY'RE RECRUITING SOME GUY WHO'LL IMPROVE THEIR WEAPONS DIVISION! MAKE 'EM TOUGHER THAN EVER!

THAT'S ALL I KNOW! **HONEST!**

A TWO-BIT **PUNK** LIKE YOU--I'M SURPRISED YOU KNEW **THAT** MUCH!

BUT, AT LEAST IT'S *ONE PIECE* OF THE PUZZLE!

THANKS!

AND WATCH THOSE DOUBLE NEGATIVES IN THE FUTURE!

THWANK!!

THAT'S A GOOD LITTLE SNITCH! NEVER KNOW WHEN YOU MIGHT STUMBLE ACROSS SOME *MORE* INFORMATION I CAN USE!

GUESS I'LL LET YOU LIVE A WHILE *LONGER!*

BUT ONLY A *LITTLE* WHILE!

AIIIEEEE--

WHEN ARE THESE PUNKS GOING TO *LEARN?*

I'M NOT ONE OF THOSE BLEEDING HEART *SUPER HEROES!*

BBRRRRAAPP!

I PLAY BY THE SAME RULES AS MY *ENEMIES*-- *KILL* OR BE *KILLED!*

WHILE BACK IN QUEENS, DARKHAWK QUESTIONS WHAT RULES HE SHOULD PLAY BY...

WHUNF!

MAN, THIS MIDNIGHT IS PLAYING FOR KEEPS! SPIDER-MAN TRIED TO CONVINCE ME NOT TO SINK TO THE SAME LEVEL AS THE BAD GUYS--

--BUT WHEN YOU'RE FIGHTING FOR YOUR LIFE DO YOU HAVE ANY CHOICE?

AND SPEAKING OF SPIDEY, HIS SWING AROUND THE OLD NEIGHBORHOOD HAS BROUGHT HIM WITHIN EARSHOT OF THESE PROCEEDINGS...

I'D BETTER LOOK INTO THIS--!

SAY, MIDNIGHT, I DON'T THINK YOU'VE SEEN ME USE MY CLAW-CABLE YET!

HOW DO YOU LIKE IT?

FWAM!

K-RRNCH!

WELL, WELL... THIS LOOKS LIKE A PERFECT SPOT TO SET UP THE OLD CAMERA.

NOW THE QUESTION IS, WHOSE SIDE AM I ON?

TRUE, DARKHAWK TEAMED WITH ME AGAINST THE HOBGOBLIN-- BUT I STILL HAVE MY DOUBTS ABOUT HIM.

AND I DON'T KNOW THAT OTHER BOZO FROM ADAM!

WELL, WHO-EVER HE IS, HE'S MIGHTY STRONG! HE PRACTICALLY PUT THAT PIECE OF PAVEMENT INTO ORBIT--!

UH-OH! SPIDEY-SENSE IS TING-LING LIKE CRAZY--

--AND THERE'S THE REASON WHY!

AGENTS OF THE SECRET EMPIRE, WE HAVE WAITED LONG ENOUGH!

MIDNIGHT IS FALTERING-- WE MUST AID HIM!

ATTACK!

NOW WHAT?!

ZZWAPP!

FEZWAPP

WELL, I MAY NOT KNOW MUCH ABOUT DARKHAWK-- BUT I KNOW THE SECRET EMPIRE IS THE BAD GUYS!

SO THAT MEANS I'M AGAINST THE GUY THEY'RE TRYING TO HELP!

HEY, DARKHAWK, SHORT TIME NO SEE!

SPIDER-MAN!

SINCE YOU'RE NICE ENOUGH TO GET MIDNIGHT OFF MY CASE, I'LL JUST TURN MY *ATTENTION*--TO SAY NOTHING OF MY *CLAW-CABLE*--

--ON THESE OVERGROWN *FRISBEES!*

JUST *HOOK* ONE--THEN REEL MYSELF *IN!*

AN AMAZING *FEET* OF DERRING DO!

YOU GROANING FROM MY *KICK* OR MY *PUN?*

OOF!

AND NOW THAT I'VE GAINED SUFFICIENT ALTITUDE--I CAN USE MY GLIDER WINGS TO SWOOP AND GLIDE AROUND THESE YAHOOS!

BUT, INEXPERIENCED AS HE IS IN THESE MATTERS, DARKHAWK HAS MADE ONE POTENTIALLY DEADLY MISCALCULATION...

THAT FLYIN' SAUCER HE DISABLED--IT'S COMIN' RIGHT *AT* US!

LET GO OF ME--!

WAP!

GOTTA TIME THIS JUST *RIGHT*--NO MARGIN FOR *ERROR*.

THWIPP!

FIRST, A DOUBLE BURST OF *WEBBING* TO *SNAG* THAT PLATFORM--

--THEN I'VE GOTTA PLANT MYSELF-- USE ALL MY SPIDER-LIKE ABILITY TO STICK TO SURFACES --

WHHHZZZ

--AND SWING THIS SUCKER *AWAY* FROM THE CROWD!

ZZZ

UNNNNNNNGH!

SK. FLAMBB!

NICE *JOB*, HERO-MAN. YOU ONLY MADE ONE LITTLE *MISTAKE*!

THWAMM!

YOU TURNED YOUR BACK ON *ME*!

UGH! SPIDEY-SENSE *WARNED* ME--BUT I COULDN'T LET LOOSE OF THE *PLATFORM*--!

TOO BAD IT'LL BE THE *LAST* MISTAKE YOU EVER MAKE!

FWAM

KRNCHNKLL

C'MON, HERO MAN! GET *UP*! MIDNIGHT'S NOT *DONE* WITH YOU YET.

TH-THAT ONE REALLY *HURT*!

MIDNIGHT? HE SAID HIS NAME WAS *MIDNIGHT*?! BUT--

ALWAYS *INTERFERING*, EH, SPIDER-MAN?! WELL, *NO MORE!*

SWWATHAM

UHNGGH!

WHILE OVERHEAD...

DARKFORCE BLASTS CAN HANDLE *THESE* CREEPS!

JUST GOTTA BE CARE-FUL THE PLATFORMS AREN'T DISABLED ANYWHERE NEAR THE *CROWDS!*

SPIDEY SURE COVERED MY BUTT ON *THAT* FOUL-UP--

--AND NOW IT LOOKS LIKE *HE'S* PAYING FOR *MY* MISTAKE!

I CAN'T LET HIM GET TRASHED FOR *MY* INCOMPETENCE--I *CAN'T!*

MIDNIGHT, *NO!*

TOO LATE, DARKHAWK--

--I'M GONNA *SQUASH* HIM LIKE THE BUG HE *IS!*

NOT IF YOU DON'T MOVE ANY QUICKER THAN *THAT*, YOU'RE NOT!

K-THNNK

TH-THANKS, D.H.-- HE REALLY HAD ME IN TROUBLE.

LEAST I COULD DO AFTER YOU FIELDED THAT *PLAT-FORM* FOR ME.

NOW I'VE GOT HIM PINNED WITH MY *DARK-FORCE SHIELD.*

EASY-- YOU DON'T WANT TO DO HIM ANY PERMANENT DAMAGE!

RELAX, SPIDEY.

I WON'T *KILL* HIM.

TODAY.

GOOD. THEN I'VE GOT TO CHECK SOMETHING *OUT.*

I MET A GUY WHO CALLED HIMSELF *MIDNIGHT* ONCE *BEFORE*--

--THOUGHT HE WAS DEAD, BUT...

LET'S HAVE A LOOKSEE!

WHOA.

S'MATTER, BUG-MAN? DON'T YOU *LIKE* THE NEW FACE THE SECRET EMPIRE GAVE TO *JEFF WILDE*?

YOU *KNOW* THIS GUY, SPIDEY?

NOT *REALLY*. MET HIM ONCE JUST BEFORE HE GOT *KILLED*!

HE WAS WEARING A *MOON KNIGHT* COSTUME THEN. BUT HE WAS JUST THE *REAL* MOON KNIGHT'S SIDE-KICK.

"WE WERE FIGHTING A BATTLE WITH THE SECRET EMPIRE-- DON'T ASK -- WHEN THE KID JUMPED IN THE LINE OF FIRE!

"TOOK A BLAST THAT *FRIED* HIM!"

AND IT PRETTY NEARLY *DID*, TOO.

BUT THE EMPIRE TOOK WHAT WAS LEFT OF ME AND REBUILT ME AS A *CYBORG* POWER-HOUSE!

AND NOW YOU'RE WORKING *FOR* THEM?

I-I DIDN'T *WANT* TO HELP THEM AT FIRST, BUT NOW...

WHAT *DIFFERENCE* DOES IT MAKE?! AT LEAST THE SECRET EMPIRE WAS *UP FRONT* ABOUT ITS INTENTIONS! NOT LIKE *MOON KNIGHT*!

SURE, HE TOOK ME IN, MADE ME HIS PARTNER! HE WAS LIKE A *FATHER* TO ME-- BUT THEN, WHEN THINGS GOT *TOUGH*, HE *ABANDONED* ME TO THE TENDER MERCIES OF THE EMPIRE!

HE TURNED HIS *BACK* ON *ME* AND EVERYTHING I THOUGHT HE *STOOD* FOR!

TH-THAT SOUNDS JUST LIKE DAD...!

DARKHAWK, WATCH IT! YOU'RE LETTING HIM *FREE*!

SPIDER-SENSE *TINGLING*... BUT *NOT* BECAUSE OF MIDNIGHT--

--SOME-ONE *BE-HIND* ME!

LUCKY THING I HIT THAT CAR ROOF-- IT BROKE MY FALL. NOW I GOT MY **WIND** BACK!

I MAY NOT HAVE MY OLD *WRECKING BALL*, BUT THIS PIECE OF DEBRIS WILL... *HUH?!*

HOW'D HE KNOW I WAS *HERE?!*

SHHWWWWPPPPPP

THANKS, DOC! THAT LITTLE *DISTRACTION* WAS ALL I *NEEDED!*

WHHUMMP!

HEY, AFTER YOU BROKE ME OUT OF THE *SLAMMER*, IT'S THE *LEAST* I COULD--

URRK!

--DOOOOOOOOOOO!

ENOUGH *TALK*, DOC--

--TIME TO TAKE OFF! THERE'S A LOT *MORE* YOU CAN DO FOR ME ONCE I GET YOU BACK TO HEAD-QUARTERS!

BEFORE THEY GET CLEAN AWAY--

--I'LL TAG HIM WITH A *SPIDER-TRACER--!*

ZWIPP!

"YEAH! GOT 'IM!"

LET'S MOVE IT OUT!

TWINNG!

AND JUST IN CASE OUR LITTLE HEROES THINK THEY'RE COMING *AFTER* US--

--LET'S *DISCOURAGE* 'EM! C'MERE!

BETTER *STOP* THAT FALLING PLATFORM, *BOYS!* IT'S LOADED WITH HIGH POWER *EXPLOSIVES*--

--AND THEY'RE PRIMED TO GO OFF ON *IMPACT!*

I *SEE* IT--

--BUT THERE'S *NO WAY* WE CAN GET TO IT IN TIME TO *STOP* IT!

SPIDEY--!

BE HERE IN JUST *TWO WEEKS* FOR *ROUND ROBIN* CHAPTER 2:

WILDE AT HEART!

(FEATURING **SPIDEY, DARKHAWK, PUNISHER** AND THE NEW WARRIORS' **NOVA** AND **NIGHT THRASHER!**)

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ROUND ROBIN: THE SIDEKICK'S REVENGE!

PART TWO OF SIX

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BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

OKAY, IT'S LIKE THIS...

JEFF WILDE, THE CYBORG FORMER SIDEKICK OF **MOON KNIGHT**, BROKE **DOC ELIOT FRANKLIN** OUT OF A QUEENS JAIL.

WILDE, KNOWN AS **MIDNIGHT**, IS NOW WORKING FOR THE MYSTERIOUS EVIL ORGANIZATION CALLED THE **SECRET EMPIRE**.

SPIDER-MAN AND **DARKHAWK** HAPPENED UPON THE SCENE AND **FOUGHT** MIDNIGHT, BUT HE FLED -- SENDING ONE OF THE EMPIRE'S EXPLOSIVE-LADEN FLYING PLATFORMS PLUMMETING TOWARD THE STREET TO COVER HIS ESCAPE.

WILDE AT HEART!

WRITTEN (at breakneck speed) BY **AL MILGROM.**

PENCILED (quickly indeed) BY **MARK BAGLEY.**

INKED (so fast that his fingers did bleed) BY **RANDY EMBERLIN.**

LETTERED (quite rapidly, for the check he did need) BY **JOE ROSEN.**

COLORED (in a rush, though he was off his feed) BY **BOB SHAREN.**

EDITED (in haste, but mistakes out he did weed) BY **DANNY FINGEROTH.**

CHIEFED (in no great hurry, for he's going to seed) BY **TOM DEFALCO.**

NO TIME TO *SNAG* IT WITH WEBBING LIKE I DID THE *OTHER* ONE! *

LAUNCH ME TOWARD THAT *PLATFORM*, SPIDEY! IT'S OUR ONLY CHANCE TO SAVE THE CROWD!

*LAST ISSUE. --DAN

WHAT?! BUT YOU'LL...

JUST *DO* IT!

YOU *WANT* IT, DARKHAWK...

YOU *GOT* IT!

H:H:H I P P

P.P.P.P

I CAN'T *FLY*, BUT PROPELLED BY *SPIDER-MAN*, MY GLIDER WINGS GIVE ME ENOUGH *BOOST* AND *SPEED* TO REACH THE *PLATFORM*!

NOW, IF THERE'S ONLY ENOUGH *TIME* TO GRAB THE *CONTROLS*...

GOT 'EM!

THEY SEEM SIMPLE ENOUGH TO OPERATE! I'LL JUST YANK BACK ON 'EM...

WHOA!

ZZZWWOOMMMM

NOT GONNA CLEAR THAT BUILDING! BETTER--

--BAIL OUT!

KHA-FWOOM!

NO! THE WRECKAGE--

--IS GONNA HIT THOSE PEOPLE!

NOT TO WORRY, FOLKS. I'VE GOT YOU COVERED!

S-SORRY, SPIDER-MAN, I GUESS THAT WASN'T SUCH A GOOD PLAN. I PUT ALL THOSE PEOPLE IN DANGER. IF IT WASN'T FOR YOU...

AIIEEE!

GET BACK! MOVE IT!

GO EASY ON YOURSELF, KID! YOUR INSTINCTS WERE GOOD, YOUR EXECUTION WAS JUST A LITTLE SLOPPY.

BUT YOU DID SAVE THOSE PEOPLE ON THE STREET! I COULDN'T HAVE PREVENTED THE PLATFORM FROM TAKING THEM OUT.

WE COVERED EACH OTHER'S BUTTS!

I--I GUESS WE DID AT *THAT.* THANKS.

BUT I'VE GOTTA KNOW-- WHEN YOU HAD MIDNIGHT *PINNED* WITH YOUR FORCE BEAM, WHY'D YOU LET HIM *GO?*

I DIDN'T *MEAN* TO. IT'S JUST THAT SOMETHING HE *SAID*... ABOUT MOON KNIGHT *BETRAYING* HIM, LETTING HIM *DOWN*--

IT STRUCK A *CHORD.* SOMEONE CLOSE TO *ME* LET ME DOWN, TOO. I...

IT'S OKAY, I UNDERSTAND, YOU'RE *NEW* AT THIS... STILL DON'T KNOW QUITE WHICH WAY TO GO.

BUT LET ME *TELL* YOU SOMETHING I LEARNED EARLY ON, JUST AFTER I *ACQUIRED* THESE POWERS OF MINE...

I THOUGHT THE WORLD OWED ME A *LIVING,* WANTED TO USE MY POWERS ONLY TO HELP MYSELF.

ONE DAY, I LET A CRIMINAL RUN RIGHT BY ME... FIGURED THERE WAS NOTHING IN IT FOR *ME* IF I STOPPED HIM.

"BUT A FEW DAYS *LATER,* THE POLICE TOLD ME THAT MY... THAT SOMEONE VERY CLOSE TO *ME* HAD BEEN MURDERED. THEY HAD THE KILLER *CORNERED.*

"I WENT *IN* AND CAUGHT HIM MYSELF! *THAT'S* WHEN I SAW IT WAS THE *SAME* CREEP I'D *FAILED* TO STOP DAYS BEFORE!"

IF I'D ONLY... ONLY...

WHAT I'M *TRYING* TO SAY IS, THE *LESSON* I LEARNED... IS THAT WITH GREAT *POWER* COMES GREAT *RESPONSI-BILITY!*

I LEARNED IT THE *HARD* WAY. I'D HATE FOR ANYONE *ELSE* TO HAVE TO LEARN IT THAT WAY.

THANKS. I--I'LL THINK ABOUT WHAT YOU'VE SAID.

L-LOOK, I'M *LATE* FOR SOMETHING-- BETTER BE *GOING*. TAKE *CARE*, SPIDER-MAN.

YOU *TOO*, KID. GOOD LUCK.

I THINK YOU'RE GONNA BE OKAY.

I'D BETTER RETRIEVE MY *CAMERA* AND GET BACK TO *AUNT MAY'S*. SHE AND MARY JANE'LL BE *WONDERING* WHERE I WENT *OFF* TO.

SO YOU *WEREN'T* WORRIED ABOUT ME, AUNT MAY?

GRACIOUS *NO*, PETER. TO BE HONEST, ONCE THEY PUT ALL TWENTY OF THOSE WRESTLERS IN THE STEEL CAGE, I *COMPLETELY* LOST TRACK OF THE TIME.

I'M AFRAID I WASN'T VERY GOOD *COMPANY* FOR YOUR LOVELY WIFE.

DON'T BE *SILLY*, MAY. IT WAS A VERY ER... EDIFYING AFTERNOON. WE'LL SEE YOU SOON.

YOUR AUNT WAS TOO PREOCCUPIED TO NOTICE--BUT YOU SEEM *DOWN*, PETER. SOMETHING *WRONG*?

I GUESS I JUST REALIZED THAT IT'S *TRUE* WHAT THEY SAY... YOU *CAN'T* GO HOME AGAIN.

QUESTIONS POISE, UNASKED, ON THE TIP OF HER TONGUE...

BUT MARY JANE PARKER KNOWS HER HUSBAND WELL, AND KNOWS WHEN HE WISHES TO SPEAK AND WHEN HE DOES NOT.

SO SHE GENTLY TAKES HIS HAND AND LEAVES THE SILENCE UNBROKEN, KNOWING THAT HIS ANSWERS WILL COME...

...IN TIME.

A HALF AN HOUR LATER, HAVING BEEN DEPOSITED BY SUBWAY IN THE HEART OF MANHATTAN, THE YOUNG LOVERS MAKE THEIR WAY TO THE DAILY BUGLE BUILDING...

DAILY BL

THERE, THEY WEND THEIR WAY THROUGH THE FAMILIAR SIGHTS AND SOUNDS... THE HUSTLE AND BUSTLE OF A GREAT METROPOLITAN NEWSPAPER--

--TO THE OFFICE OF JOE ROBERTSON.

PETER, MARY JANE. GOOD TO SEE YOU. TO WHAT DO I OWE THE PLEASURE...?

EDITOR IN CHIEF

AHA! AN EXPOSED ROLL OF FILM. AM I TO ASSUME THEN, THAT YOU'VE COME UP WITH YET ANOTHER SCINTILLATING SCOOP WHICH WILL BOOST OUR CIRCULATION--

--AND WARM THE COCKLES OF THE HEART OF OUR ESTEEMED PUBLISHER, J. JONAH JAMESON?

CHECK 'EM OUT FOR YOURSELF, ROBBIE.

I KNOW YOU'LL PAY ME WHAT THEY'RE WORTH.

THANKS, SON. BY THE WAY--

PLIP

--EVER THINK OF GIVING UP PHOTOGRAPHY AND GOING OUT FOR THE KNICKS?

SHORTLY...

YOU MEAN TO TELL ME THAT WHEN YOU WENT FOR A SWING AROUND YOUR OLD NEIGHBORHOOD YOU ENDED UP IN A LIFE AND DEATH BATTLE?

AND WHEN I WAS TALKING TO THIS DARKHAWK... YOU REMEMBER I RAN INTO HIM A LITTLE WHILE AGO... IT BROUGHT BACK THOSE BITTER MEMORIES OF UNCLE BEN'S DEATH.

AWW... NO WONDER YOU WERE SO BLUE.

YEAH, WELL THERE'S NOTHING I CAN DO TO CHANGE THE PAST.

I'LL HAVE TO LIVE WITH THAT MISTAKE FOR THE REST OF MY LIFE.

I ONLY HOPE THAT DARKHAWK WILL TAKE MY WORDS TO HEART AND GET HIMSELF ON THE RIGHT PATH.

ALL THAT POWER, ALL THAT RESPONSIBILITY... IT'S TOUGH ON A GUY.

AS FOR MIDNIGHT, HE WAS MOON KNIGHT'S PARTNER, NOW HE'S A CYBORG WORKING FOR THE SECRET EMPIRE.

WHAT'S HE AFTER? AND WHAT PRICE HAS HE PAID FOR HIS NEW-FOUND POWER?

IT'S ALMOST AS IF HE AND DARKHAWK COULD BE DIFFERENT SIDES OF THE SAME COIN!

ON THE UPPER WEST SIDE OF MANHATTAN, SOME TIME LATER...

EL GLORIO'S TAILOR

ALL RIGHT, WE PARKED THE FLYING PLATFORMS, AND THE STREET'S CLEAR...

NOW LET'S VISIT MY FAVORITE 24 HOUR TAILOR SHOP!

HEY, PAISANO, I'M HERE TO HAVE THOSE ALTERATIONS MADE... ON ME, NOT MY SUIT!

ALWAYS WIT'DA FUNNY CHOKES, EH, MISTA MIDNIGHTA?

WELL A' DON' GETTA ME STEAMED --GET IT? STEAMED! HA!

SSSSSS

THE TRIPPING OF A SECRET CATCH, FOLLOWED BY THE ACTIVATION OF THE PRESSER-- AND A HIDDEN DOORWAY IS REVEALED.

AH, THE SECRET EMPIRE, I PRESUME?

WELCOME, ELIOT FRANKLIN. WE HOPE YOUR SERVICES WILL BE WORTH THE TROUBLE WE WENT THROUGH IN FREEING YOU.

AS FOR YOU, MIDNIGHT, YOU ACCOMPLISHED YOUR MISSION, BUT AT WHAT COST? THE JAIL-BREAK WAS TO HAVE BEEN SWIFT AND WITH A MINIMUM OF EXPOSURE.

VII

HEY, CUT ME SOME SLACK. I RAN INTO NOT ONE, BUT TWO SUPER DO-GOODERS. SPIDEY AND THAT DARKHAWK DWEEB!

ALL THINGS CONSIDERED, I THINK I DID PRETTY GOOD! I GOT YOU YOUR PET WEAPONS DESIGNER, DIDN'T I?

IF HE'S ALL THAT YOU SAY, HE CAN MAKE ME EVEN TOUGHER, SO I'LL BE MORE THAN A MATCH FOR THE SO-CALLED GOOD GUYS!

THAT IS OUR INTENTION. NOW RETURN TO YOUR QUARTERS WHILE WE CONSULT WITH DOCTOR FRANKLIN!

GOT A LOT OF NERVE TREATING ME LIKE THE HIRED HELP... BUT I'LL HAVE THE LAST LAUGH. JUST WAIT!

VIII

THIS IS QUITE AN *IMRESSIVE* LAYOUT YOU HAVE HERE.

YES, OUR RESOURCES ARE *EXTENSIVE*, AS YOU KNOW. WE HAVE ALREADY PUT TO USE THE SPECS YOU SMUGGLED OUT OF JAIL FOR US.

HERE, IN OUR WEAPONS TESTING AREA, YOU CAN SEE THE *PRACTICAL* APPLICATION OF THE *MINI-LASER* YOU DESIGNED...

VREEEE-

SHOOM!!

AND HERE I SEE YOU'VE CONSTRUCTED THE SELF-CONTAINED COMPACT *FLAME THROWER*. YOUR TECHNICIANS DO GOOD WORK.

BUT ARE ALL THESE WEAPONS GOING TO BE INSTALLED IN *MIDNIGHT*?

HE DOESN'T STRIKE ME AS THAT MUCH OF A TEAM PLAYER-- NOR EVEN ALL THAT STABLE FOR THAT MATTER.

ARE YOU SURE YOU WANT TO *ENTRUST* HIM WITH THIS MUCH *FIREPOWER*?

MIDNIGHT *WAS* A FOE OF OURS, ALLIED WITH *MOON KNIGHT*. BUT WE HAVE USED OUR TECHNIQUES OF *PERSUASION* TO MAKE HIM *OUR* CREATURE.

HMMMM. THAT FREEZE RAY IS GOING TO NEED BETTER *INSULATION* BEFORE WE CAN INSTALL IT.

BUT WHY THE INTEREST IN IMPROVING THE *CYBORG*, IF, AS YOU'VE TOLD ME, YOU ARE NOW INTERESTED IN RECRUITING *SUPER-BEINGS* FOR YOUR ORGANIZATION?

THE CYBORGS WOULD STILL BE USEFUL AS *GRUNTS*--COMMON SOLDIERS--AND WE COULD *PRODUCE* THEM IN GREAT *QUANTITIES*.

BUT IF A *NORMAL* HUMAN COULD BE IMPROVED TO THE DEGREE THAT *MIDNIGHT* HAS, THINK WHAT WE COULD DO WITH A *SUPER-BEING* FOR THE RAW MATERIAL!

I SEE. ON THE *OTHER* HAND, THEY MIGHT NOT TAKE TOO *KINDLY* TO THE "*IMPROVEMENTS*" YOU FOLKS HAVE IN MIND.

SO YOU WOULDN'T RECOMMEND TRYING TO RECRUIT SAY... YOUR *WRECKING CREW* COMPATRIOTS TO OUR RANKS?

HEH--WELL, *NO.* OF COURSE WE DON'T *HAVE* OUR POWERS ANYMORE, BUT *BEYOND* THAT, LET ME OFFER YOU SOME FREE *ADVICE.*

SUPER-VILLAINS--LORD, THAT'S A CORNY LABEL--ARE A MEAN, ORNERY, INDEPENDENT AND CONTENTIOUS LOT. I *DOUBT* THEY'D FIT IN WELL WITH YOUR TEAM CONCEPT.

IF ANYTHING, YOU'D PROBABLY BE BETTER OFF TRYING TO PERSUADE SOME YOUNG, IMPRESSIONABLE *HERO*-TYPES THAT YOU GUYS ARE A *BENEFICENT OUTFIT.*

IF THEY *BOUGHT* IT, YOU MIGHT HAVE YOURSELF SOME PRIMO AGENTS--KIDS WHO WORK AND PLAY WELL WITH OTHERS.

BEYOND THAT, TAKE IT FROM SOMEONE WHO'S HAD PERSONAL EXPERIENCE--THE "GOOD GUYS" SEEM TO WIN OUT IN THE VAST MAJORITY OF CONFLICTS.

MAYBE THEY'RE BETTER, TOUGHER, OR JUST WORK BETTER IN TEAMS.

WHATEVER, I'VE BEEN ASKING AROUND AND I MIGHT JUST HAVE A PRIME CANDIDATE FOR YOU.

"AT FIRST I THOUGHT MAYBE THE NEW MUTANTS--I GUESS THEY'RE CALLED X-FORCE NOW--MIGHT BE RECRUITABLE BUT IT'S HARD TO GET MUTANTS TO TRUST YOU.

"BUT THERE'S AN EVEN *NEWER* OUTFIT ON THE SCENE--LOOSELY ORGANIZED, AND WITH NO MUTANT MINORITY AGENDA TO ADDRESS.

"IT'S A GROUP CALLED THE *NEW WARRIORS*--AND ONE OF 'EM SEEMS REAL UNFOCUSED... RESTLESS.

"THE ONE CALLED... *NOVA!*"

MEANWHILE...

ARRRGGHH!

SKA-RUNCH!

THOSE SWINE! OF ALL THE NERVE!

JEFF, WHAT IS IT?! CALM DOWN!

LYNN?! IS THIS JUST PROFESSIONAL INTEREST FROM MY NURSE? OR...

YOU KNOW BETTER THAN THAT--NOW SETTLE DOWN AND TELL NURSE CHURCH ALL ABOUT IT.

AHHH--I'M JUST TICKED OFF THEY DIDN'T APPRECIATE MY WORK IN SNATCHING FRANKLIN!

I MEAN, IT'S BAD ENOUGH THE SECRET EMPIRE BURNED MY 800 AND HAD ME REBUILT AS A CYBORG--

--BUT NOW THEY TREAT ME LIKE SOME GLORIFIED ERRAND BOY!

WHY DO YOU EVEN WORK FOR THEM AT ALL? GRANTED THEY SAVED YOUR LIFE--BUT THEY'RE THE ONES WHO NEARLY KILLED YOU TO BEGIN WITH.

WELL, YEAH--THEY BURNED ME, BUT WE WERE FIGHTING THEM--ME AND MOON KNIGHT. THEY JUST DID WHAT THEY HAD TO DO TO TAKE ME OUT. I CAN UNDERSTAND THAT.

WHAT I CAN'T UNDERSTAND--OR FORGIVE--IS MY SO-CALLED PARTNER LEAVING ME TO THEIR TENDER MERCIES. SOME HERO HE TURNED OUT TO BE.

WHY DO YOU SEEK THEIR APPROVAL SO DESPERATELY?

MOON KNIGHT--MY SUPPOSED *FRIEND*, MY *MENTOR*--DID HE EVER COME *LOOKING* FOR ME TO LEARN IF I WAS TRULY *DEAD* OR NOT? *NO!*

NO, HE WAS *GLAD* TO BE RID OF ME, JUST LIKE HE WAS GLAD TO BE RID OF MY *FATHER*, THE *ORIGINAL* MIDNIGHT, WHO HE KILLED.*

WELL, NOW IT'S TIME FOR *PAYBACK!*

*JEFF'S *VERY* SKEWED VIEW OF PAST EVENTS. --DANNY

NOW THE NEW, IMPROVED *MIDNIGHT* WILL *DESTROY* MOON KNIGHT!

SK-TASH!

CAREFUL--YOU ALMOST *HIT*...

ME...?

HMMM...

NOW THAT I'VE--ALBEIT ACCIDENTALLY--*TOTALLED* THEIR EAVESDROPPING DEVICE, I CAN TELL YOU THE *REST* OF THE TRUTH.

YOU WERE *THERE* FOR ME EVER SINCE THEY BROUGHT ME IN, LYNN.

THEY KIDNAPPED YOU TO *CARE* FOR ME AND, DESPITE THE *ORDEAL* THAT MUST HAVE BEEN FOR YOU--DESPITE THE *TERROR* YOU ENDURED--

YOU *NEVER* WAVERED, YOU SAW ME THROUGH IT. STILL DO. I--I DON'T THINK I COULD HAVE *SURVIVED* WITHOUT YOU, LYNN.

OH, JEFF, DON'T MAKE ME INTO SOME KIND OF *HERO*. I'M A *NURSE*, I ONLY DID WHAT NURSES ARE *SUPPOSED* TO DO--*DESPITE* THE CIRCUMSTANCES.

NO, IT'S *MORE* THAN THAT. THROUGH MY PAIN AND SUFFERING YOU WERE *THERE* FOR ME!

I'M GOING TO *REWARD* YOU FOR YOUR TENDERNESS AND COMPASSION.

I'M GOING TO TAKE *CONTROL* OF THE SECRET EMPIRE, BECOME ITS *LEADER*.

AND ONCE I'VE GOTTEN REVENGE ON *MOON KNIGHT*, I'LL LAY THE *WORLD* AT YOUR FEET!

THE PUNISHER'S WARE-HOUSE HEADQUARTERS...

FRANK, YOU'RE GONNA *LOVE* THIS...

S'MORNING'S BUGLE HAS PHOTOS OF *SPIDER-MAN* AND *DARKHAWK*, FIGHTING SOME *SECRET EMPIRE* GOONS OUTSIDE A POLICE STATION IN QUEENS.

EMPIRE BROKE OUT SOME DUDE NAMED *FRANKLIN*. RING ANY *BELLS*?

NOT DOC *ELIOT* FRANKLIN?

THE VERY ONE.

SO *THAT'S* WHO THE EMPIRE WAS AFTER! *BLAST IT*, MICROCHIP, IF I'D ONLY BEEN ABLE TO PIN THAT INFO DOWN...

...I COULD'VE *PREVENTED* HIS ESCAPE.

WONDER WHAT THE EMPIRE *WANTS* WITH FRANKLIN, ANYWAY? I'LL HAVE TO LOOK *INTO* THAT, BUT RIGHT *NOW*--

--I'VE GOT *SMALLER* FISH TO FRY!

TAKAKAKAKA

TAKAKAKAKA

SKA- KASH!

DON'T YOU PUNKS REALIZE THAT ILLEGAL *DRUGS*--

--ARE EXTREMELY *HAZARDOUS* TO YOUR HEALTH?!

AHHH!

ARRRRGH!

VIPP

VIPPPP

AH, I SEE YOU *GOT* MY MESSAGE! TOO BAD IT CAME TOO LATE TO DO YOU ANY *GOOD*!

MEANWHILE, AT AVENGERS HEADQUARTERS...

SO YOU SEE, *CAP*, SINCE I'M A *RESERVE* AVENGER NOW, AND MOON KNIGHT *USED* TO BE A MEMBER OF THE WEST COAST BRANCH--

--I THOUGHT YOU MIGHT BE ABLE TO HELP ME *CONTACT* HIM.

CAN DO, SPIDER-MAN. I'M SURE, MOON KNIGHT WILL BE INTERESTED TO KNOW HIS SIDEKICK IS STILL ALIVE.

MOON KNIGHT STILL HAS AN AVENGERS ID CARD WITH A BUILT IN TRANS-CEIVER, SAME AS YOU. IN FACT--

--YOU *COULD* HAVE CONTACTED HIM DIRECTLY, YOUR CARD TO HIS.

BUT AS LONG AS YOU'RE *HERE*...

SPIDER-MAN, CAPTAIN AMERICA... TO WHAT DO I OWE THE HONOR OF THIS CALL?

DID YOU SEE TODAY'S *BUGLE*? WELL, THAT GUY I WAS FIGHTING WAS YOUR OLD PARTNER, *MIDNIGHT*.

THIS'LL SOUND WEIRD BUT... HE'S BEEN REBUILT AS A *CYBORG* AND IS WORKING FOR THE *SECRET EMPIRE* NOW.

MIDNIGHT... *ALIVE*? D-DO YOU KNOW WHERE HE IS *NOW*?

NO, BUT I MANAGED TO PLANT A *TRACER* ON HIM. IF I GET WITHIN ITS *BROADCAST* RANGE I'LL BE ABLE TO TRACK HIM DOWN.

IF YOU FIND HIM, *CALL ME! IMMEDIATELY.*

MEANWHILE, I'LL START A SEARCH OF MY *OWN*...

YOU *GOT* IT, MOONY.

TWO WEEKS LATER...

WITH THE REST OF THE *NEW WARRIORS* ON VACATION, I GUESS THIS IS AS GOOD A TIME AS *ANY* FOR ME AND THRASHER TO CONTINUE TO MEND FENCES.

I GUESS I *DID* KINDA HAVE IT *IN* FOR HIM AT FIRST, BUT AFTER ALL, HE *IS* THE GUY WHO GOT MY *NOVA* POWERS TO KICK BACK IN WHEN I THOUGHT THEY WERE GONE FOR *GOOD*.

AND AS *LEADERS* GO, I GUESS HE'S NOT ALL *THAT*--

HEY, WHAT'S THAT *SOUND*?

OH, NOVA, MIND IF I DROP *IN*?

WHA-?!

AS MUCH *EXPERIENCE* AS I'VE HAD, I CAN'T *BELIEVE* I WAS SO *CARELESS!*

LISTEN, PAL. THE NAME'S *MIDNIGHT* AND I JUST WANT TO...

...TAAALLLLLLLK!

ZZZ

HE'S GOT A FUNNY WAY OF *TERMINATING* A CONVERSATION, TOO!

ALL RIGHT, YOU'VE *SOLD* ME-- TEMPORARILY. WHAT'S YOUR *PITCH*?

÷WHEW÷ THANKS. I WORK FOR AN OUTFIT THAT *NEEDS* YOUNG SUPER GUYS LIKE US-- *THE SECRET EMPIRE.*

THE *SECRET EMPIRE?* I'VE *HEARD* SOMETHING ABOUT THEM--ONE OF THOSE *RADICAL* GROUPS, AREN'T THEY?

IF YOU BELIEVE THE *RANTINGS* OF THE PRESS, *I* THINK THEY'RE RIGHT UP THE *MIDDLE.*

THEY FOUND ME-- LITERALLY *SAVED* MY LIFE AND GAVE ME POWER WITH THEIR ADVANCED TECHNOLOGY! AND *NOW* THEY WANT TO SAVE THE COUNTRY, MAYBE THE *WORLD.*

THEY WANT TO BUILD A RACELESS, CLASSLESS *SOCIETY.* ONE IN WHICH EVERYONE IS *EQUAL* UNDER THE LAW...

THE LAW AS HANDED DOWN BY THE SECRET EMPIRE--PREFERABLY WITH *ME* IN CHARGE! *HEH!*

TO *DO* THAT, THEY'RE GOING TO NEED ALL THE HIGH-POWERED *HELP* THEY CAN GET. *THAT'S* WHERE GUYS LIKE *US* COME IN...

AS THE TWO CONVERSE, NOVA'S FLIGHT PATH TAKES HIM BY A FAMILIAR BUILDING--

--THE LOFT APARTMENT OF ONE PETER PARKER...

DINNER'LL BE RIGHT OUT, *TIGER.*

CAN'T *WAIT*, MJ. BUT YOU KNOW, I'VE BEEN *THINKING.* MAYBE *I* OUGHT TO HANDLE MORE OF THE COOKING CHORES-- AFTER ALL, *YOU'VE* BEEN WORKING A LOT MORE *STEADILY* THAN I HAVE AND...

UH-OH. SPIDER-SENSE TINGLING.

WHAT WAS *THAT*, PETER? DID THE THOUGHT OF YOUR OWN COOKING CHOKE YOU *UP* OR...?

PETER?

HAH! THIS TRAIL OF CLOTHING ON THE FLOOR CAN ONLY MEAN ONE OF TWO THINGS...

--YOU'RE SWINGING OUT OF THE SKYLIGHT AS SPIDER-MAN. SIGH

I DON'T KNOW WHAT COULD HAVE DRAGGED YOU OFF ON THE SPUR OF THE MOMENT--BUT BE CAREFUL, MY DARLING.

EITHER YOU'RE REAL HAPPY TO SEE ME, OR--

THEY WERE TRAVELING MIGHTY FAST, THOUGH! I'VE ALL BUT LOST SIGHT OF THEM.

THE TRACER IS STILL IN RANGE OF MY SPIDER-SENSE, SO IF I JUST KEEP SWINGING UPTOWN...

THAT SPIDER-TRACER I PLANTED ON MIDNIGHT IS WHAT ACTIVATED THE OL' SPIDEY TINGLE. I GOT OUT OF THE SKYLIGHT JUST IN TIME TO SEE HIM BEING DRAGGED ALONG BY NOVA.

I WONDER WHAT THE HECK THOSE TWO ARE DOING TOGETHER?

HEY--! I PROMISED TO CALL *MOON KNIGHT* IF I LOCATED HIS FORMER *SIDE-KICK.*

LESSEE IF I'VE GOT THE *HANG* OF THIS AVENGERS ID CARD YET.

SPIDEY TO MOON KNIGHT... SPIDEY TO MOON KNIGHT... COME IN, OVER.

YES, SPIDER-MAN. I "READ" YOU.

WAY *COOL!* I MEAN... UH... I'VE *SPOTTED* MIDNIGHT. HE AND *NOVA* ARE HEADING UPTOWN ON THE WEST SIDE OF MANHATTAN.

YOU WANT I SHOULD CALL IN SOME *OTHER* AVENGERS?

NO--PLEASE *DON'T.* THIS IS... *PERSONAL.* I'LL FLY INTO THE CITY IMMEDIATELY.

LEAVE THIS CHANNEL *OPEN,* SO I CAN TRACK YOUR POSITION.

YOU *GOT* IT, MOONY.

MEANWHILE...

IF YOUR OUTFIT IS SO *GREAT,* WHAT WERE THEY DOING ATTACKING A *POLICE* STATION?*

AND COME TO THINK OF IT, DIDN'T I READ SOMETHING ABOUT THEM TRYING TO LAUNCH AN *ICBM* FROM A DOWNTOWN *OFFICE* BUILDING A WHILE BACK?**

AS I *SAID,* THE PRESS TAKES A *DIM* VIEW OF OUR ACTIVITIES...

*LAST ISSUE. **IN *MOON KNIGHT* #21. --I-READ-'EM-ALL FINGEROTH.

BESIDES, SOMETIMES ACTIONS *OUTSIDE* THE LAW MUST BE CONDUCTED TO PROMOTE THE GREATER GOOD.

YOU, TOO, WORK WITH AN ORGANIZATION THAT IS *OUTSIDE* THE LAW--THE NEW WARRIORS.

THERE'S NO *WAY* YOU CAN *COMPARE* THE TWO, BUT...

ALL RIGHT--I'M WILLING TO GO ALONG-- SHOW ME YOUR TEAM!

WHAT THE HECK! I WANT TO GET A HANDLE ON THIS SITUATION, I MIGHT AS *WELL* PLAY ALONG--GET INSIDE HIS ORGANIZATION. THEN IF I NEED TO, I CAN GET THE WARRIORS TO HELP ME *BUST* 'EM!

I SWUNG CLOSE BY OUR NEW HQ--NOW I'LL JUST OPEN UP MY HELMET'S EMERGENCY *COMMUNICATION* CHANNEL--*THRASH'LL* GET A *BEAD* ON ME AND FOLLOW ME BACK TO WHEREVER THIS GUY *LEADS* ME.

DON'T *WORRY*, NOVA, IT'S *SPIDEY* TO THE RESCUE!

WHA-?!

THUD!

WHOOF!

WHO ASKED *YOU* TO BUTT IN, *WEB-SLINGER*?

HUH? BUT I--

--NOT IF I WANNA INFILTRATE THE SECRET EMPIRE LIKE I PLANNED.

I WAS *GONNA* SNAG MIDNIGHT WITH MY *WEBBING* WHEN NOVA *GRABBED* ME. LOOKS LIKE HE'LL HANDLE IT, THOUGH.

--I'VE GOT SOME-THIN' *COOKIN'* OUT HERE. GET SPIDER-MAN OFF MY *TAIL*, WILLYA?

THIS IS GONNA BE *CLOSE*...

HE'S NOT GONNA *MAKE* IT...

MIDNIGHT! HE *SAID* HE HAD SOME *POWER*-- BUT CAN HE TAKE A FALL FROM *THIS* HEIGHT?

BETTER NOT TAKE ANY *CHANCES*--

NOVA TO THRASHER--

WELL, NO SENSE IN *MY* TAKING THE FALL JUST TO TRY AND *CON* THIS *BOZO!*

WHAT?! HE'S GOT *JETS*, NOW?

SO *SUE* ME. I WAS TRYING TO MAKE A *POINT!*

HAD YOU *CONVINCED*, TOO, UNTIL *THIS* JERK SHOWED UP! EAT *LASER*, BUG-MAN!

THEN--WHEN YOU PUT YOURSELF AT MY *MERCY* BEFORE, IT WAS *BOGUS!*

YOW! SO THE JETS AREN'T THE *ONLY* IMPROVEMENT IN THE NEW MODEL, EH? BUT WHAT KIND OF *FINANCING* DID YOU GET?

NOVA'S MAD AT ME, AND *MIDNIGHT'S* ON MY TAIL TRYING TO *BARBECUE* ME--

--AND ON TOP OF *THAT*, MY SPIDEY-SENSE IS *BUZZING*. WHAT ELSE COULD *POSSIBLY* BE MENACING ME *NOW?!*

OOF! GUESS THAT *ANSWERS* MY QUESTION!

NO ONE MESSES WITH ONE OF THE *NEW WARRIORS* AS LONG AS *NIGHT THRASHER* IS IN CHARGE OF THEM, SPIDER-MAN!

ALREADY *DODGING* THE LASER-- COULDN'T CHANGE DIRECTION IN MIDAIR TO AVOID *THIS* GUY, TOO, DESPITE SPIDEY-SENSE WARNING!

YOU REALLY HAD ME *CONVINCED* WITH THAT JIVE STORY ABOUT THE POOR, MISUNDERSTOOD *SECRET EMPIRE.*

OH, SO YOU *WEREN'T* AS GULLIBLE AS I THOUGHT! STILL, IF I'D JUST MANAGED TO GET YOU BACK TO *HEADQUARTERS...*

WELL, WELL, THE GANG'S *ALL* HERE, NOW.

HUH?

LOOKS LIKE THE *CAVALRY'S* JUST ARRIVED.

I THOUGHT *I* WAS THE CAVALRY!

MIDNIGHT-- STOP FIGHTING NOVA! WE'VE GOT *THINGS* TO DISCUSS!

NICE *ENTRANCE,* MOON KNIGHT!

BUT IN CASE YOU'VE *FORGOTTEN,* I DON'T *WORK* FOR YOU ANYMORE!

WITH MY NEW POWER, *I'M* THE BOSS, AND YOU CAN CONSIDER *THIS* ...*SEVERANCE* PAY!

ZZWWAP!

FAASSSHHH

AS FOR *YOU*, NOVA--A LITTLE *ELECTRO-BOLT* TO DISRUPT YOUR *NERVOUS* SYSTEM...

...AND YOU'LL COME VISIT THE *SECRET EMPIRE* AFTER ALL.

ZZWHANNN

R ARRRR!

'BYE, SPECTOR! I'D LOVE TO STOP AND PUT SOME *CRATERS* IN YOU--BUT I'M ON A *SCHEDULE!*

WE'LL MEET AGAIN *REAL* SOON!

JEFF, NO! COME BACK!

NO *USE*. HE WON'T *LISTEN* TO ME.

HE WAS ALWAYS *HEADSTRONG*--BUT NOW HE'S GOT THE *PHYSICAL* POWER TO BACK *UP* HIS PLANS!

IF ONLY MY *GLIDER-CAPE* ENABLED ME TO ACTUALLY *FLY...!*

SORRY, TROOPS. GUESS MY ARRIVAL DIDN'T DO MUCH TO *ALLEVIATE* MATTERS.

NEVER MIND *THAT!* WE'VE GOT TO GO *AFTER* THEM! HE'S GOT *NOVA!*

WE'RE *WITH* YOU, THRASHER.

ER... IT'S *OKAY* IF I CALL YOU *THRASHER*, ISN'T IT--EVEN THOUGH WE JUST *MET?*

I'M GENERALLY ON A FIRST NAME BASIS WITH *ANYBODY* WHO ATTACKS ME FROM BEHIND.

NEVER MIND THE SNAPPY REPARTÉE, SPIDEY--THIS IS SERIOUS. BE WITH US NEXT ISSUE FOR:

TOTAL ECLIPSE OF THE MOON KNIGHT!

MARVEL COMICS®

ROUND ROBIN: THE SIDEKICK'S REVENGE!

PART THREE OF SIX

the AMAZING SPIDER-MAN®

HEY! WHOSE MAG IS THIS, ANYWAY?!

NOW ON SALE TWICE A MONTH!

IN THIS ISSUE:
THE PUNISHER!™
NIGHT THRASHER!™
MOON KNIGHT!™
AND NOVA!™

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BAGLEY-JANSON 91

BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: **THE AMAZING SPIDER-MAN®**

TOTAL ECLIPSE OF THE MOON...KNIGHT!

AL MILGROM WRITER | MARK BAGLEY LAYOUTER | RANDY EMBERLIN FINISHER | JOE ROSEN LETTERER | BOB SHAREN COLORISTER | DANNY FINGEROTH EDITER | TOM DEFALCO EDITER IN CHIEFER

THE WAY THINGS STAND: **MOON KNIGHT**'S ERST-WHILE PARTNER--**JEFF WILDE**, A.K.A. **MIDNIGHT**--APPEARED TO HAVE BEEN KILLED BY THE **SECRET EMPIRE.**

BUT THE EMPIRE **RESURRECTED** WILDE AS A HEAVILY ARMORED **CYBORG.**

THEN THEY SENT HIM ON A MISSION TO CAPTURE THE SUPER-POWERED NEW WARRIOR, **NOVA!**

MIDNIGHT **SUCCEEDED**, BUT IS NOW BEING PURSUED BY **MOON KNIGHT**, NOVA'S TEAM-MATE **NIGHT THRASHER**, AND (IT'S **HIS** BOOK AFTER ALL) THE AMAZING **SPIDER-MAN.**

GET **ON** 'EM, FRENCHIE!

I AM **TRYING**, MOON KNIGHT--BUT IT IS NO **USE!**

AMID THESE BUILDINGS, ZE ADVANTAGE IN MANEUVERABILITY IS **HIS!**

THAT'S RIGHT--EAT MY **FUMES**, YOU SUPER-JERKS.

IF MY PLAN GOES **RIGHT**, I'LL SOON BE **RULING** THE SECRET EMPIRE, NOT JUST **WORKING** FOR THEM!

C'MON--I PLANTED A *SPIDER TRACER* ON MIDNIGHT! IF WE CAN JUST STAY *CLOSE* TO THEM, I CAN *TRACK* THEM DOWN!

BLAST IT, I'M RUNNING *LOW* ON FUEL. GOING THIS *FAST*, AND LUGGING *NOVA* AROUND AS DEAD *WEIGHT* IS A BIGGER DRAIN ON ME THAN I *THOUGHT*.

BETTER RADIO AHEAD TO THE *SECRET EMPIRE*.

MIDNIGHT TO EMPIRE. I'VE RETRIEVED THE *TARGET* BUT I'M LOW ON *FUEL* AND HAD A BUNCH OF *BOGEYS* ON MY TAIL.

I'M GONNA SET DOWN AT ONE OF OUR *SMALLER* BRANCHES--THE PARK AVENUE SOUTH AT 28TH STREET LOCAL --AS SOON AS I THINK I'M *CLEAR*.

WE *READ* YOU, MIDNIGHT. WE ARE TAKING STEPS TO DISPATCH SOME EXTRA *HELP* TO THAT LOCATION JUST IN *CASE*.

VII

SOUNDS GOOD! I'M THERE *NOW*... SETTING DOWN. MIDNIGHT *OUT*!

NO SIGN OF THE *DO-GOODERS* ON MY TAIL. MUSTA *LOST* 'EM!

I'LL JUST HIT THE *SECRET* PANEL ON THIS "WATER TANK" AND *PRESTO*--

--INSTANT SECRET ENTRANCE! AND NO ONE'S THE *WISER*.

WELL ALMOST NO ONE...

SO, THE INFORMATION I RECEIVED WAS *ACCURATE*! THIS *IS* A BRANCH OF THE *SECRET EMPIRE*.

AND THAT JERK MANHANDLING *NOVA* IS THE CYBORG I SAW IN THE PAPERS.*

*PHOTOS COURTESY OF PETER PARKER IN ASM#354.--DANNY

LURKING IN THE SHADOWS... FRANK CASTLE, BETTER KNOWN AS THE PUNISHER.

HE MAKES THE CRIMINAL ELEMENT PAY THEIR DUES-- WITHOUT BENEFIT OF DUE PROCESS!

I'VE BEEN HANGING HERE, WAITING FOR SOMETHING TO DEVELOP...

NOW THAT SOMETHING HAS--THE QUESTION IS, WHAT DO I DO?

COULD GO IN WITH GUNS BLAZING--BUT THAT CYBORG GAVE SPIDER-MAN A TOUGH GO! AND WHO KNOWS HOW MANY EMPIRE AGENTS ARE HOLED UP IN THERE BESIDES?

HMMM... MOON KNIGHT'S CHOPPER.

WHOAH--MY SENSES ARE TINGLING SOMETHING FIERCE.

THIS IS THE PLACE.

I'LL SEE IF THE COPTER'S SCANNERS CAN...

DON'T BOTHER, MOON KNIGHT. MY HELMET HAS AN IMAGE-ENHANCER WHICH HAS SPOTTED SOMETHING--OR SHOULD I SAY SOMEONE--VERY INTERESTING!

AND THAT SOMEONE IS...?

IS IT *MIDNIGHT?* *NOVA?*

NONE OF THE ABOVE. IT'S THE *PUNISHER!*

OH, *VERY* NICE. *SUBTLE* ENTRANCE! *NOW* I REMEMBER WHY IT'S *GOOD* TO BE A LONER!

WHERE HAVE THEY GOT MY *TEAMMATE*, PUNISHER? *TALK* OR SO *HELP* ME I'LL KICK YOUR--

BACK OFF, NIGHT THRASHER! YOU *KNOW* THE PUNISHER WOULDN'T SIDE WITH THE *SECRET EMPIRE.*

TRUE ENOUGH. BUT IF PUNNY HERE IS GOING *AGAINST* THE EMPIRE AGAIN... WHY DOESN'T HE LOOK *HAPPIER* TO SEE US?

BECAUSE, SPIDER-MAN, BEFORE *YOU* BOYS BLUNDERED ALONG--

--THEY HAD NO IDEA *I* WAS HERE.

BEFORE--? AND NOW--? UH-OH! I *SENSE* WHAT YOU MEAN, PUNNY-BUNNY!

BOY, IF ONLY... JUST *ONCE*... MY SPIDER-SENSE COULD BE *WRONG!*

THRASHER, HOW'D *YOU* HAPPEN TO TEAM UP WITH *THESE* SOFT-HEARTED, SOFT-*HEADED* BOZOS?*

COULDN'T *HELP* IT! THAT CYBORG, *MIDNIGHT*, GRABBED NOVA -- AND *THESE* DUDES WERE ON THE SCENE.

OK, *GREAT!* INSULTS FROM *ONE* GUY WHOSE NAME SOUNDS LIKE HE WANTS TO *SPANK* PEOPLE --

--AND FROM *ANOTHER* WHOSE MONIKER MAKES IT SOUND LIKE HE'S HAVING NAUGHTY NIGHT-TIME *DREAMS!*

*THESE TWO HARDCASES MET BACK IN *NEW WARRIORS* 7-9. --DAPPER DAN

WHATEVER HAPPENED TO THE GOOD, OLD-FASHIONED SUPER HERO NAMES LIKE IRON MAN, WONDER MAN--

THWAK

--AND YES, I'LL SAY IT, EVEN SPIDER-MAN?!

WOKK

YOU'RE RIGHT, PUNISHER! WHY DID I HOOK UP WITH THESE GUYS?

LESS TALK AND MORE HITTING, PLEASE. WE'RE HEAVILY OUT-NUMBERED HERE.

YEAH, SO? WE CAN OUTFIGHT THESE DIPSTICKS!

MAYBE--BUT IN CASE YOU HAVEN'T NOTICED, THEY HAVE GUNS!

IF IT'S A LACK OF FIREPOWER YOU'RE CONCERNED ABOUT, MOON KNIGHT, DON'T BE!

TAKATATA TAKATATA

BRAKA BRAKA BRAKA BRAKA BRAKA

YOU -- YOU'RE SHOOTING TO KILL!

NO MORE THAN THEY'D LIKE TO DO TO US, SPIDER-MAN!

YOU GOT A BETTER SOLUTION?

TAKATAKATA

ARGGGH!

KATAK

AIIIEEE!

ATAKATAKAM

YEAH... THIS!

SWA-

AWAMM

I CAN TAKE THESE GUYS OUT AND STILL LEAVE SOMETHING FOR THE POLICE TO QUESTION.

ONE DAY, PUNISHER -- THERE'LL BE A RECKONING BETWEEN THE TWO OF US.

KRAMMB

WE'VE GOT THEM ON THE *DEFENSIVE*, NOW! BUT WHERE'S *MIDNIGHT*?

JUST WAITING FOR AN *OPPORTUNE* TIME TO MAKE MY *ENTRANCE*, MOON KNIGHT!

NOW WILL DO!

JEFF--DON'T *ATTACK* ME!

STOP, BLAST YOU! LISTEN TO *REASON*!

CAREFUL, MOON KNIGHT. YOU HAVE NO IDEA HOW *POWER-FUL* HE IS!

IS IT REALLY *YOU*, JEFF? IF IT IS, WHAT'S *CHANGED* YOU? WHY ARE YOU *WORKING* FOR THEM?

WHAT'S *CHANGED* ME? HOW ABOUT THAT *FORCE BLAST* FROM A SECRET EMPIRE *POWER* DAGGER THAT *DESTROYED* MY *BODY*?

HOW ABOUT MY SO-CALLED PARTNER *LEAVING* ME TO *ROT* AT THE EMPIRE'S TENDER MERCIES?!

THAT'S WHAT CHANGED ME!

BUT IT'S NOT *TRUE*, JEFF! I NEVER... *AGH!*

TAKWAMM

BUT SAY *THIS* FOR THE EMPIRE! THEY GAVE ME *POWER*! POWER ENOUGH TO *OUTSHINE* MY *EX*-PARTNER!

I'M BETTER *NOW* THAN YOU *EVER* WERE! GOOD ENOUGH TO TOTALLY *ECLIPSE* YOU, MOON KNIGHT!

"TOTALLY *ECLIPSE* YOU!" HEY, THAT WAS A PRETTY *GOOD* ONE! TOO BAD YOU WON'T *LIVE* LONG ENOUGH TO REALLY *APPRECI-ATE*--*UNGHH!*

THRRNNK!

NOW *TALK* TO ME, MIDNIGHT, OR I'M GONNA TURN YOU INTO SO MUCH *SCRAP METAL!*

QUIT PLAYING *GAMES* WITH THIS GUY, *MOON KNIGHT!* LET'S FIND OUT WHERE HE'S GOT *NOVA* STASHED!

WHERE'S MY *PARTNER*?!

OH, HE'S IN GOOD *HANDS*, THRASHER!

AND SO ARE *YOU*, LITTLE MAN!

WHUFF!

THONNGK

SCORECARDS, GET YER SCORECARDS! CAN'T TELL THE PLAYERS WITHOUT A SCORECARD!

OH, SWELL! LOOKS LIKE MORE GUYS BULLETS CAN'T HANDLE!

QUITE TRUE, PUNISHER! WE'RE THE SEEKERS!* I'M CHAIN!

I'M SONIC!

AND THAT LEAVES ME, GRASP, TO BE INTRODUCED! IT'S MY IONIC PARTICLE GAUNTLET PRESENTLY CRUSHING YOUR PAL!

AH, THE REINFORCEMENTS I WAS TOLD WERE ON THEIR WAY!

BUT I COULD HAVE TAKEN THESE GUYS!

*SEEN PREVIOUSLY IN IRON MAN #214 AND FANTASTIC FOUR #342 --I KNOW, 'CAUSE I WROTE THEM! --DA FING!

MAYBE SO, KID. BUT THE SECRET EMPIRE PAYS TOP DOLLAR!

AND WE'RE IN A MONEYMAKING MOOD! ESPECIALLY SINCE WE'VE GOT TO PAY FOR OUR NEW, IMPROVED ARMOR!

YOWP! SOME KIND OF SONIC CANNON THAT CAN SHATTER CONCRETE!

SHOOOM

YEAH, AND THAT CHAIN IS CRACKLIN' WITH ENERGY, TOO! GOTTA--

BULLETS, PUNISHER? YOU BORE ME!

TRY SOMETHING A LITTLE MORE TECHNO-LOGICALLY ADVANCED!

SPANG

SPING

SPAWEENG

AAAAAAA!

LIKE IT? IT'S MY NEWER, MORE COMPACT ENERGY LEECHER!

PUNISHER!

DON'T WORRY ABOUT HIM, MOON KNIGHT!

WORRY ABOUT YOU!

SWWWIKKK

KRRACK

ARGHH!

SHRRRIEK!

THREE DOWN--AND ONLY YOU TO GO, SPIDER-MAN!

SO NICE TO BE NOTICED!

THRASHER LOOKS TO BE IN BAD SHAPE --GOTTA TRY AND PRY HIM LOOSE!

UNNH! THIS THING'S STRONGER THAN I THOUGHT! MOVE IT, THRASHER... CAN'T HOLD IT FOR LONG!

SPIDEY-SENSE TINGLING! I'M IN DANGER, BUT I CAN'T LET GO NOW! GOTTA BRACE MYSELF...

HOLD THAT POSE, SPIDER-MAN! GOOD! THANK YOU!

THWUNKK

ACK!

ALL RIGHT, SEEKERS! WE'VE FULFILLED OUR CONTRACT-- STALLED THESE SO-CALLED HEROES!

NOW, AS I REFORM MY GAUNTLET WITH MY PARTICLE ACTU-ALIZERS, I THINK IT'S TIME--

EVAN

--WE LEFT!

MARC*--ZE SEEKERS ARE ESCAPING! ZEY ARE GOING BALLISTIC! SHOULD I TRY TO PURSUE ZEM, OR--

*MARC SPECTOR--MOON KNIGHT'S CIVILIAN IDENTITY. --MARVEL UNIVERSE HANDBOOK OWNIN' FINGEROTH

LET 'EM GO, FRENCHIE! WE'VE GOT ENOUGH TROUBLE DOWN HERE WITHOUT CHASING AFTER MORE!

TH-THANKS, SPIDEY. EVEN WITH MY BODY ARMOR THAT THING WAS DOING A NUMBER ON ME...

NO SWEAT, THRASHER! THAT HYPER-THYROID MITTEN DIDN'T DO ME ANY SERIOUS DAMAGE...

OR DID IT? THAT WATER TOWER LOOKS LIKE IT'S DOING A QUICK CHA-CHA!

AM I CONCUSSED, OR... NO!

THE WATER TOWER--

rrrrrrrrRRRRUUMMBBLL

--IT'S TAKING OFF!

CLEAR THE DECK, BOYS!

WWHHAAAA-THRROOM

ZWAAPP

SKRAAKK

IT'S FIRING AT THE MOON COPTER! FRENCHIE!

I'M OKAY, BOSS--MANAGED TO DODGE MOST OF ZE BLAST--BUT ZE COPTER IS SHAKY.

I WILL COAX IT OVER TO ZE NEAREST ROOFTOP.

DIAGNOSTIC READOUT INDICATES I WILL BE ABLE TO MAKE STOPGAP REPAIRS.

GET ON IT, FRENCHIE. LET ME KNOW WHEN YOU'RE DONE!

WHAT NOW? THEY'VE STILL GOT NOVA!

NO WAY I CAN TRACK 'EM--THEY'RE OUT OF MY RANGE!

MAYBE THE PUNISHER HAS SOME IDEAS... SAY, WHERE IS HE?

I...I'M OVER HERE...

THAT THING SONIC LAUNCHED--IT'S STILL ON HIM!

Y-YEAH...AND I TH-THINK IT'S KILLING ME!

YOU LOOK LIKE YOU'RE *SUFFERING*, PUNISHER.

LET ME PUT YOU OUT OF YOUR *MISERY*...

THRASHER, *NO!*

SNIIKT

KRRAAAKKKK

OH, *C'MON*, SPIDER-MAN --

--YOU DIDN'T *REALLY* THINK I WAS GONNA USE IT ON THE PUNISHER, *DID* YOU?

TH-THANKS KID. THING WAS SAPPIN' MY ENERGY... LEFT ME AS WEAK AS A KITTEN.

KEVLAR ARMOR PROBABLY *SAVED* ME.

...ALWAYS GETS ME IN TROUBLE...

HE'S PASSED OUT.

FRENCHIE, HOW'RE WE *COMING* ON THAT COPTER?

PLEASE, MON AMI-- DON'T USE ZE ROYAL "WE" ON A *FRENCH-MAN*--REMEMBER WHAT WE *DID* TO ZE ROYALTY IN OUR COUNTRY.

KN-KNEW I SHOULDN'T GET MIXED UP WITH YOU SUPER-GEEKS...

I AM *BYPASSING* A FUEL LINE -- SHOULD BE FINISHED IN TEN MINUTES OR SO.

WHILE, SOME DISTANCE UP AND ACROSS TOWN...

MIDNIGHT'S ESCAPE CRAFT HAS SETTLED DOWN WITHIN A HOUSING WHICH HAS BEEN DESIGNED TO LOOK LIKE JUST ANOTHER ROOFTOP PROJECTION...

...WHERE A SHORT ELEVATOR RIDE DELIVERS HIM INTO THE *HEART* OF THE SECRET EMPIRE STRONGHOLD.

AH...AT *LAST.*

HERE HE *IS*, BOYS. ONE SUPER HERO TO GO. SIGNED, SEALED, AND *DELIVERED.*

EXCELLENT...

EVEN IF WE *DID* HAVE TO DISPATCH THE *SEEKERS* TO SAVE THE MISSION.

VII

NOW JUST A MINUTE...

ALL THINGS *CONSIDERED*, I THINK I DID A *GREAT* JOB! I HAD SUPER BOYS UP THE *WAZOO* THERE.

SPEAKING OF WHICH-- YOU BETTER RUN A *CHECK* ON ME! THE WAY THEY'VE BEEN DOGGIN' MY TRAIL, THEY MUST HAVE A *BUG* PLANTED ON ME SOMEWHERE.

SHORTLY...

WELL, YOU *FIND* ANY-THING YET?

PATIENCE, MIDNIGHT. THE READOUT DISPLAY IS COMING ACROSS *NOW*.

HMMM... *REMARK-ABLE!* THERE *IS* A HOMING DEVICE PLANTED BEHIND YOUR RIGHT SHOULDER.

BUT THE DESIGN IS *INCREDIBLY* COMPACT, ITS OUTPUT QUITE *SUBTLE*.

THE DE-SIGNER MUST HAVE *OUTSTAND-ING* ELEC-TRONICS SKILLS.

SKILLS, SHMILLS... I DON'T *LIKE* HAVING BUGS ON ME!

WELL, WELL... *BUGS* WAS THE RIGHT WORD IN *THIS* CASE!

LOOKS LIKE *SPIDER-MAN* WAS THE CULPRIT HERE, NEXT TIME *I'LL* FIND *HIM*--

--AND *SQUASH* HIM JUST AS EASILY AS I DO HIS LITTLE *TOY!*

SKRIKKT

MIDNIGHT, *NO!* WE WANT TO *STUDY* TH--OH, WELL! ÷SIGH÷

DARN!

WHAT'S *WRONG*, SPIDEY?

AH--I WAS JUST START-ING TO GET A FAINT SIGNAL FROM MY TRACER WHEN IT STOPPED SHORT.

THEY MUST HAVE *FOUND* IT AND EITHER TURNED IT *OFF*, OR *DESTROYED* IT.

BUT MY *PARTNER*...

PROBABLY ISN'T IN ANY *WORSE* SHAPE THAN THE *PUNISHER*. THAT *LEECH* TOOK A LOT *OUT* OF HIM. HE'S *STILL* OUT-- A LITTLE *DELIRIOUS*.

HIS *VITAL* SIGNS ARE GOOD, THOUGH--HE *SHOULD* BE ALL RIGHT.

GREAT-- NOW WHAT ARE WE GOING TO DO ABOUT FINDING MY *PARTNER*?

WE CAN'T JUST SIT AROUND ON OUR *HANDS*-- WHO KNOWS *WHAT* THEY'VE GOT PLANNED FOR HIM!

WELL, I *GUESS* WE COULD CALL UP THE *AVENGERS*, SEE IF THEY'VE GOT ANY IDEAS...

N-NO-!

W-WENT TO THE PARK... BEAUTIFUL DAY... PICNIC

WIFE... K-KIDS... SO HAPPY... SO FULL OF LIFE...

SAW THE *MURDER*... IF ONLY HADN'T SEEN MURDER...

M-MOB WISEGUYS... DIDN'T WANT... WITNESSES...

KILLED... MY FAMILY...

POLICE CAN'T... STOP IT... ONLY I GET THE SCUM...

GET *ALL* THE SCUM...

SO...THAT'S HIS STORY. WHY HE'S SO OBSESSED, SO RELENTLESS IN HIS WAR ON CRIME.

I GUESS WHEN YOU'VE BEEN THROUGH WHAT HE'S BEEN THROUGH YOU CAN ALMOST UNDERSTAND--

LIKE THE CREEP WHO KILLED MY UNCLE BEN. I FELT LIKE I WANTED TO KILL HIM--GET REVENGE. BUT IT JUST ISN'T RIGHT--I COULD NEVER...

LIKE THE WAY SOMEBODY KILLED MY FOLKS WHEN I WAS A CHILD! I'D LIKE REVENGE TOO, BUT...

LOOK, WE'VE ALL SUFFERED LOSSES--BUT I DON'T WANT ANY MORE! HOW DO WE FIND NOVA?!

MEANWHILE...

WELL, DOCTOR FRANKLIN, IT SEEMS YOUR NEW WEAPONS SYSTEMS HAVE BEEN SUCCESSFUL. MIDNIGHT WAS QUITE FORMIDABLE.

THANKS. AND THE FACILITIES YOU'VE GOT HERE CERTAINLY MADE MY WORK EASIER.

I'VE GOT MORE ENHANCEMENTS IN THE WORKS--YOUR TECHNOS SHOULD BE READY TO INSTALL THEM SOON.

WHAT ABOUT NOVA? COULD WE MAKE SIMILAR IMPROVEMENTS IN HIM--ADD TO HIS ALREADY IMPRESSIVE NATURAL POWER?

HARD TO SAY. I'VE ONLY BEEN ABLE TO GIVE HIM A CURSORY EXAMINATION--BUT THE PROBLEM IS HIS POWER IS "NATURAL".

REPLACING PARTS OF HIS BODY WITH CYBORG SUBSTITUTES MIGHT NEGATIVELY IMPACT ON HIS SUPER-NORMAL ABILITIES.

IT MIGHT MAKE HIM WEAKER RATHER THAN STRONGER.

HEY, *LOOK*--WHAT DO WE *NEED* THAT CLOWN FOR ANYWAY?! I *BEAT* HIM--I'M *BETTER* THAN HE IS. SO WHAT'S THE *POINT*?

YOU WERE *AWARE* THAT WE PLANNED TO EXPAND OUR DIVISION OF SUPER-POWERED OPERATIVES.

YEAH, BUT I THOUGHT THEY'D BE MORE PLAIN *CYBORGS* LIKE *ME*-- AND THAT I'D BE THE ONE TO *LEAD* THEM!

NOW IT SOUNDS LIKE YOU'RE PLANNING FOR ME TO BE JUST ONE'A YOUR *GRUNTS!*

WHATEVER WE DECIDE WILL BE FOR THE GOOD OF THE *SECRET EMPIRE!* *YOUR* FEELINGS IN THE MATTER ARE OF *NO* IMPORTANCE.

BESIDES, YOUR PERFORMANCE *SO* FAR HAS BEEN *LESS* THAN OUTSTANDING.

DESPITE YOUR VAST POWER, YOU HAVE STILL BEEN UNABLE TO BEST MOST OF THE HEROES YOU'VE BATTLED.

PERHAPS *ANOTHER* MAN, GIVEN THE *SAME* ADVANTAGES, WOULD FARE BETTER...

WHAT?! WHY, YOU *SMUG* LITTLE...

TAKE IT *EASY*, MIDNIGHT.

NO, YOU TAKE IT EASY!

SBAMM

NOW I'LL...

YOU'LL DO *NOTHING*, MIDNIGHT. OR HAVE YOU FORGOTTEN THAT I STILL HOLD THE CONTROL FOR THE *PAIN-INDUCER* WIRED TO YOUR SPINAL CORD?

THE MEREST TOUCH OF A *BUTTON* AND YOU'LL WRITHE IN *AGONY!*

N-NO! I *HAVEN'T* FORGOTTEN. S-SORRY I ACTED UP LIKE THAT! JUST GOT A LITTLE STRESSED OUT!

GOOD. NOW I THINK IT'S TIME WE DISCUSSED THE *OTHER* IMPORTANT TOPIC ON OUR AGENDA...

WHO WILL SUCCEED OUR DECEASED *NUMBER ONE* TO BECOME *HEAD* OF OUR ORGANIZATION?

I'D LIKE TO *SUCCEED* IN TEARING *YOUR* HEAD RIGHT OFF!

BUT EVEN IF I MANAGED TO WRECK THAT *GIZMO* OF YOURS, I KNOW IT'LL *ACTIVATE* THE PAIN-INDUCER IF THE CONTROL'S DESTROYED!

I'M IN A NO-WIN SITUATION.

AS YOU ALL *KNOW*, NUMBER ONE WAS *MURDERED* WHILE IN PRISON.* THOUGH WE ALL *MOURN* HIS LOSS, THE EMPIRE MUST GO ON.

I PROPOSE *MYSELF* AS THE BEST POSSIBLE CANDIDATE FOR THE POSITION.

*WE SAW IT BACK IN MOON KNIGHT #24. DID YOU? -- DAN

HOLD ON, NUMBER SEVEN. WHAT MAKES YOU THINK *YOU'RE* ANY MORE QUALIFIED THAN *I*?

MY PLANS FOR A CYBORG ARMED *FORCE*, FOR *ONE* THING.

I HAD *JUST* AS MUCH TO DO WITH THAT PROPOSAL AS *YOU* DID, NUMBER SEVEN -- AND I THINK I'D MAKE *JUST* AS GOOD A *LEADER*.

HMMM -- DIVISION IN THE *RANKS*. MAYBE I CAN USE THAT TO MY *ADVANTAGE*. IF THERE'S A VACUUM AT THE *TOP*, I MIGHT BE JUST THE GUY TO *FILL* IT.

THEY MIGHT NOT *LIKE* IT, BUT WITH MY POWER, WHO COULD OBJECT? BUT I'VE GOT TO *DO* SOMETHING ABOUT THAT *PAIN-INDUCER*.

AS AN OUTSIDE CONTRACTOR, THESE DISCUSSIONS DON'T REALLY *CONCERN* ME. WHY DON'T I TAKE MIDNIGHT TO THE *LAB* AND SEE ABOUT ADDING THOSE OTHER *IMPROVEMENTS*?

YES -- OF COURSE.

SHORTLY...

THE SUBJECT IS *READY*, DOCTOR FRANKLIN.

VERY WELL. I'M PROCEEDING TO ATTACH THE *VERTIGO PROJECTOR* TO HIS LEFT FOREARM...

B-BUT YOU'RE USING A *WELDING* TORCH!

AAAAAIIIIIIIIII!

IT'S *TORTURING* HIM!

CAN'T BE *HELPED*, NURSE CHURCH. DESPITE THE FACT THAT HIS LIMBS ARE *BIONIC*, THEY'RE STILL *CONNECTED* TO HIS CENTRAL NERVOUS SYSTEM.

AND TO BE SURE THEY HOOK UP *PROPERLY*, WE MUST FOREGO *ANAESTHETIC*. HE'LL RECOVER QUICKLY ENOUGH.

I-I CAN'T STAY AND SEE HIM *TORTURED* LIKE THIS...

LYNN, *WAIT*...

D-DON'T *LEAVE* ME HERE LIKE THIS. I *NEED* YOU...

JEFF, I *CAN'T*... IT'LL BE OKAY, SOMEHOW. I *PROMISE*.

NO, LYNN. *PLEEEEEEEE!*

YOU--TECHNICIAN!

UH...YEAH?

IS THAT EQUIPMENT GOING TO BE USED ON *MIDNIGHT*?

YEAH, THAT'S RIGHT. SOME NEW *NEURAL* HOOK-UPS FOR HIS SPINE, SO HE CAN CONTROL HIS NEW *WEAPONS* SYSTEMS.

GOOD. THEN YOU'LL BE WORKING ON THE NECESSARY AREA.

I WANT YOU TO INSTALL A DEVICE FOR ME.

YEAH, *RIGHT.* I SHOULD LISTEN TO *YOU*-- SOME BIMBO THEY KIDNAPPED TO PLAY *NURSEMAID* TO THAT ROBOT? IT'S MY *LIFE* TO CROSS THE EMPIRE!

I'M NOT *ASKING* YOU, I'M *TELLING* YOU!

GASP! I-I... YOUR *FACE*--! *OKAY,* LADY. I'LL DO WHATEVER YOU *SAY!*

ATTACH THIS DEVICE BETWEEN THE THIRD AND FOURTH *VERTEBRAE.*

WITH ALL THE *ACTIVITY* IN THERE, YOU'LL BE ABLE TO SLIP IT IN AND NO ONE WILL BE THE *WISER.*

NOT A WORD ABOUT THIS TO *ANYONE!* UNDERSTAND?

YES, MA'AM!

SO-- SOME *MYSTERY* ADDED TO THE MIX! BUT NEVER *FEAR,* ACTION-LOVERS, THERE'S PLENTY *MORE* PYRO-TECHNICS COMING UP AS *WELL.* BE HERE IN TWO SHORT WEEKS AS SPIDEY AND HIS ALLIES GO...

AFTER MIDNIGHT!

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ROUND ROBIN: THE SIDEKICK'S REVENGE!

PART FOUR OF SIX

the AMAZING SPIDER-MAN

ROLL CALL:
SPIDER-MAN!
NIGHT THRASHER!™
MOON KNIGHT!® AND...

...LET'S NOT FORGET THE PUNISHER® AND NOVA!™

BAGLEY-ROMITA

30TH ANNIVERSARY

THE FANTASTIC FOUR
1961-1991

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

AFTER-MIDNIGHT!

ABOVE THE HOT AND HAZY STREETS OF MANHATTAN, THE MOON COPTER GLIDES...

WITHIN ITS SHINY METAL BELLY, FOUR VALIANT HEROES CONTINUE THEIR QUEST TO FIND THE MALEVOLENT CYBORG MIDNIGHT--A POWERFUL PAWN OF THE SECRET EMPIRE WHICH CREATED HIM.

I DON'T KNOW-- PUNISHER'S STILL PRETTY WRACKED UP FROM THAT ENERGY LEECH THAT JUMPED HIM.* MAYBE WE SHOULD GET SOME MEDICAL ATTENTION. WHAT D'YOU THINK, MOON KNIGHT?

WELL, SPIDER-MAN-- IF YOU'RE SURE YOU'VE GOT NO CHANCE OF TRACKING MIDNIGHT...

A MILGROM, BAGLEY, EMBERLIN, ROSEN, SHAREN, FINGEROTH, DEFALCO PRODUCTION. (WITH A HEARTY HIYA TO LONG-SUFFERING YOUNG ERIC FEIN)

*IT HAPPENED LAST ISH--THE LEECH WAS A WEAPON EMPLOYED BY THE SEEKER KNOWN AS SONIC, WHO WAS HIRED HI-TECH MUSCLE FOR THE SECRET EMPIRE. --DAN THE MAN

NO--IT'S PRETTY OBVIOUS THAT MIDNIGHT FOUND AND *DESTROYED* THE SPIDER-TRACER I HAD *PLANTED* ON HIM.

W-WE'VE GOT TO FIND THEM *NOW!* IF WE DON'T...THEY'LL HAVE THE CHANCE TO BUILD A WHOLE *ARMY* OF CYBORGS LIKE MIDNIGHT...

A-AND THAT MUCH *POWER* IN THE HANDS OF AN ORGANIZATION LIKE THE *EMPIRE* WOULD CAUSE *NASTY* GLOBAL REPERCUSSIONS.

REAL NASTY!

BESIDES, THEY'VE GOT MY TEAMMATE *NOVA!* I CAN'T JUST TURN MY *BACK* ON HIM AND LET HIM *ROT* LIKE MOON KNIGHT DID TO MIDNIGHT WHEN *THEY* WERE PARTNERS!*

IT'S OKAY, *SPIDER-MAN,* LET THE SNOT-NOSED PUNK RANT ON ABOUT SOMETHING HE KNOWS *NOTHING* ABOUT!

HEY--*EASY,* NIGHT THRASHER! YOU DON'T--

*A BADLY SLANTED VIEW OF THE TRUE SITUATION, WHICH MIDNIGHT ESPOUSES.--DANNY BOY

YOU SON OF A--

RELAX, BOYS. FASHIONABLE AS IT IS FOR THE GOOD GUYS TO *RUMBLE* WITH EACH OTHER--

-- LET'S JUST PUT THAT ACT ON *HOLD* FOR NOW! IT'S *NOT* GONNA HELP US LOCATE MIDNIGHT-- *OR* NOVA!

WELL...AS FAR AS FINDING *NOVA* GOES, I CAN ALWAYS TRY TO CALL HIM ON OUR *HELMET* COMMUNICATORS.

HELMET?

COMMUNICATORS?

SO *DO* IT, THRASHER!

MANHATTAN'S UPPER WEST SIDE...

A NONDESCRIPT LITTLE TAILOR SHOP ON THE STREET SERVES AS CAMOUFLAGE --

-- FOR THE VAST UNDERGROUND COMPLEX THAT HOUSES THE SECRET EMPIRE'S MAIN HEADQUARTERS...

...WHERE EVEN NOW, TECHNICIANS WORK FEVERISHLY OVER THE HALF-HUMAN, HALF-ROBOT BODY OF MIDNIGHT, ADDING EVEN MORE FIREPOWER TO HIS ALREADY CONSIDERABLE ARSENAL!

AAAAAAAAAAAAAA!

PLEASE, DOCTOR FRANKLIN -- HE'S IN SUCH PAIN! CAN'T YOU ADMINISTER SOME KIND OF ANESTHETIC?

NO POINT -- I'M JUST FINISHING UP NOW!

BESIDES, NURSE CHURCH, AS I TOLD YOU BEFORE -- TO BE SURE THE CYBERNETIC LINK-UPS WERE SUCCESSFUL, MIDNIGHT HAD TO REMAIN CONSCIOUS THROUGHOUT THE OPERATION!

THERE'S LITTLE ENOUGH OF HIS BODY LEFT. WHATEVER... DISCOMFORT HE WAS EXPERIENCING WAS BASICALLY ALL IN HIS MIND!

NOW, IF YOU'LL EXCUSE ME, THE EMPIRE WANTS ME TO EXAMINE NOVA TO SEE WHAT SORT OF IMPROVEMENTS I CAN MAKE ON HIS BODY!

THE REST OF YOU CAN TAKE THE CYBORG TO THE RECOVERY ROOM NOW.

BUT ONCE ELIOT FRANKLIN -- FORMERLY THE SUPER-VILLAIN KNOWN AS THUNDERBALL -- IS GONE FROM THE OPERATING THEATER...

WAIT -- DON'T GO YET! I'VE GOT SOME MORE WORK FOR YOU TO DO!

LISTEN -- WE'D BETTER DO WHAT SHE SAYS!

HUH? WHAT ARE YOU TALKING ABOUT? SHE HAS NO AUTHORITY TO...

IS THIS AUTHORITY ENOUGH FOR YOU?

SEE -- I TOLD YOU, MAN! WE BEST DO AS SHE SAYS!*

*THIS TECHNO WAS CONVINCED AT THE END OF LAST ISSUE -- I-LOVE-A-MYSTERY-DAN

AND ONCE LYNN CHURCH HAS EXPLAINED THE TASK...

OH, DON'T TROUBLE YOURSELF ABOUT THAT! I'VE ARRANGED FOR A LITTLE DIVERSION!

AND, IN A NEARBY LABORATORY, RICHARD RIDER -- BETTER KNOWN AS THE NEW WARRIOR, NOVA -- SUFFERS AT THE HANDS OF THE SECRET EMPIRE!

AAARRRGGGHHH!

GASP B-BUT WE HAVEN'T ENOUGH TIME! THEY'LL BE BACK TO CHECK ON US...

AH--MUSIC TO MY EARS! SO TELL ME, HOW GOES THE ANALYSIS OF NOVA'S POWERS?

AS WELL AS CAN BE EXPECTED, DOCTOR. HE IS RESISTING THE PROBES, WHICH SLOWS DOWN THE PROCESS--

--AND, INCIDENTALLY, CAUSES HIM GREAT PAIN!

HMMM. A *PITY* ABOUT HIM SLOWING DOWN THE *PROCESS*, I MEAN.

YES--BUT WE HAVE DETERMINED THAT THE POWER HE *POSSESSES*, IMPRESSIVE AS IT *IS*, IS *NOTHING* COMPARED TO THE UNTAPPED POTENTIAL *WITHIN* HIM.

REALLY? AND THE *SOURCE* OF THAT POWER...?

UNKNOWN.

ARRGGHHH!

YOU *SWINE!* GET ME OUTTA THESE *ELECTRO-SHACKLES* AND I'LL *SHOW* YOU POWER!

HMMF! MUST BE HARD TO *CONCENTRATE* ON YOUR WORK WITH ALL THAT COMMOTION.

ANY VERDICT ON WHETHER ADDING *CYBORG* COMPONENTS WOULD IMPACT *NEGATIVELY* ON HIS *NATURAL* ABILITIES?

IMPOSSIBLE TO DETERMINE AT THIS POINT.

I *SEE*. HMMM. I WONDER... *EH? WHAT'S THAT?*

WHO SHUT OFF THE TRANSMISSION SECURITY *DEVICE?!*

SIGNAL JAMMER DISENGAGED

WHA-?! IT WAS ENGAGED WHEN WE *BEGAN* EXAMINING HIM!

YOU *FOOLS!* HE HAS A *TRANSCEIVER* IN HIS HELMET! WITH THE SECURITY SYSTEM TURNED *OFF*, HIS FRIENDS COULD BE HOMING IN ON HIS SIGNAL EVEN *NOW!*

ZAT IS *RIGHT*, MES AMI... WE ARE HOMING IN ON HIS SIGNAL EVEN *NOW!*

BLAST! THE SIGNAL CUT *OUT*-- THEY MUST HAVE DISCOVERED HE WAS *TRANSMITTING!*

NOT TO WORRY-- I WAS ABLE TO *TRIANGULATE* ON NOVA'S SIGNAL!

I HAVE A *FIX* ON HIS LOCATION!

STEP ON IT, FRENCHIE--IT SOUNDS LIKE THEY'RE *TORTURING* HIM!

I'VE *REACTIVATED* THE JAMMER-- BUT IT MAY BE TOO *LATE!*

KEEP NOVA *NEUTRALIZED* WHILE I INFORM YOUR HIGH COMMAND!

YES, DOCTOR FRANKLIN!

AARRRHH!

THERE'S BEEN A *SECURITY* BREACH-- SOMEONE TURNED OFF THE BROAD-CAST JAMMER, AND NOVA MIGHT HAVE GOTTEN A *SIGNAL* OUT!

WHAT--?! BUT HOW...?!

THIS JUST *ILLUSTRATES* WHAT I'VE BEEN SAYING! WITH THE DEMISE OF *NUMBER ONE*, WE DON'T HAVE SUFFICIENT *ORGANIZATION!*

ONE OF THE REMAIN-ING *NINE* MUST TAKE UP THE REINS OF LEADERSHIP--

VII

--AND I *HUMBLY* SUGGEST THAT ONE SHOULD BE *ME!*

NOW JUST HOLD ON ONE *MINUTE*, SEVEN!

VII

WHAT MAKES YOU THINK *YOU'RE* BETTER QUALIFIED THAN ANY OF THE *REST* OF US?

I'VE BEEN *JUST* AS INSTRUMENTAL A FORCE IN THE EMPIRE'S SUCCESS AS *YOU* HAVE--

--AND I'M *JUST* AS EAGER TO ASCEND TO THE NUMBER ONE POSITION!

THREE HAS A *POINT*...

BUT SEVEN HAS THE *VISION* TO LEAD US...

EXCUUUUSE ME--!

BUT WHILE YOU GUYS ARE HAGGLING OVER THE *POLITICS* OF YOUR LITTLE BOYS CLUB, DOES ANYONE REMEMBER THAT WE MIGHT HAVE A WHOLE *GAGGLE* OF SUPER GUYS ON THEIR WAY HERE?!

DOCTOR FRANKLIN IS *RIGHT*-- WE MUST PUT ASIDE OUR DIFFERENCES... FOR NOW,

GET MIDNIGHT COMBAT READY, AND HAVE OUR TROOPS ARM *THEMSELVES* AS WELL!

I DON'T KNOW ABOUT *MIDNIGHT* --HE JUST CAME OFF THE TABLE... MAY NOT BE FULLY *RECOVERED* YET.

I SAY WE PACK *UP* AND MOVE *OUT*! *QUICK*!

AND, NO *OFFENSE*, BUT YOUR *GRUNTS* DON'T STAND A *CHANCE* AGAINST SPIDER-MAN AND THE REST!

NO! THIS IS OUR PRIMARY MANHATTAN HEADQUARTERS! IF WE ABANDON IT, WE LOSE BILLIONS IN ASSETS!

OUR NEAREST BACKUP LOCATION IS IN QUEENS.

VII

IV

SETTLE DOWN. NO NEED TO PANIC. WE'RE NOT EVEN SURE IF NOVA GOT AN S.O.S. OUT!

WE'RE WELL-FORTIFIED HERE. IF WE HAVE TO BEAT A RETREAT-- WE CAN. BUT LET'S NOT DO IT UNTIL WE'RE SURE IT'S NECESSARY!

FAIR ENOUGH!

VII

IV

MEANWHILE, JUST OUTSIDE...

ZIS EES THE AREA NOVA'S SIGNAL WAS COMING FROM...

BUT WHICH BUILDING IS HE IN?!

DEL GL

TA

MY SPIDER-SENSE GETTING A VAGUE DANGER TINGLE FROM THAT BUILDING DEAD AHEAD...

I'D SAY THE BUILDING WITH THE TAILOR SHOP IS OUR STOP.

TOO BAD!

WHAT... WHY?

IF I'D KNOWN, I'D HAVE BROUGHT MY DRY CLEANING ALONG.

YOU ARE SURE, SPIDER-MAN?

YOW! HEAVY TINGLE!

EVASIVE MANEUVERS, FRENCHIE! NOW!

ZWWEEOOWW

pp

KKRRRACKLLLLLL

THAT SURE ENOUGH FOR YA?

GET THIS CHOPPER TO *SAFETY*, FRENCHIE! THEN THE THREE OF US ARE GOING *IN*!

MAKE THAT *FOUR* OF US, SPIDER-MAN!

EH? *PUNISHER*? NO *WAY*, MAN!

LOOK AT YOU-- YOU CAN BARELY *STAND*! BEST YOU STAY *HERE*!

I'M *GOING*--UNLESS ONE OF YOU THINKS HE CAN *STOP* ME!

WE DON'T WANT TO FIGHT *YOU*, TOO, *PUNISHER*! BUT USE YOUR *HEAD*, MAN!

IN *YOUR* CONDITION, YOU'LL JUST SLOW US *DOWN*--MAYBE GET YOURSELF *KILLED*!

AND IF WE'RE TRYING TO COVER *YOUR* BUTT, ONE OF *US* MIGHT GET NAILED, *TOO*!

WAIT *HERE*... RECOVER! BE OUR *BACKUP* IN CASE WE DON'T GET THE JOB DONE!

YOU MAKE GOOD *SENSE*, KID! O-OKAY, I'LL HANG *BACK*. BUT I DON'T HAVE TO *LIKE* IT!

FRENCHIE, TAKE US *DOWN*!

YEAH, WE'VE GOT *BOOTIES* TO KICK!

FROM THE *LOOKS* OF IT, YOU'D NEVER KNOW IT WAS THE HEADQUARTERS FOR A VAST, HIGH-TECH EVIL *EMPIRE!*

MOON KNIGHT--

DEL GLORIO'S TAILOR

--ENOUGH CHATTER-- LET'S TAKE 'EM!

KKRASSSH!

PLNNKLL

SKASH!

UH-OH! I WAS *AFRAID* OF THIS!

OF *WHAT?*

THEY DO *MARTINIZING* HERE!

CRUSH THE ENEMIES OF THE SECRET EMPIRE!

ZZWWAPPPPP!

FFWOOOOSSH!

ACTIONS SPEAK LOUDER THAN WORDS-- SO WE'LL JUST SHUT UP FOR A FEW PANELS!*

* BUT NOW POOR RANDY'LL HAVE TO INK EVERY DARN LINE ON THE PAGE. WE'RE GONNA HAVE TO PAY HIM OVER-TIME!-- PENNY-WISE FINGY

FAST WORK, GUYS. AND IT WAS NICE OF 'EM TO LEAVE THE DOOR OPEN FOR US, TOO.

NOVA--?

I'VE GOT A *BEAD* ON HIM, THRASHER! I CAN FOLLOW MY TRACER SIGNAL NOW THAT WE'RE *INSIDE!* COME ON!

I WANT FIRST CRACK AT *MIDNIGHT!*

WE'LL GET TO MIDNIGHT SOON *ENOUGH*--BUT RIGHT NOW I'M MORE WORRIED ABOUT *LAMONT CRANSTON!*

YOU KNOW... THE *SHADOW!*

I'M TOO *YOUNG* TO REMEMBER HIM, SPIDEY. WASN'T HE ON *RADIO?*

YOU KNOW, THOSE OLD TIME RADIO DRAMAS MAY'VE BEEN POPULAR *ONCE*, BUT IF THEY WERE ON THE AIR *TODAY*--

WHHHTT

--THEY'D JUST *BOMB!*

KABLOOOM!

ENJOY THOSE CONCUSSION GRENADES, GUYS!

IT'S *NO GOOD!* THEY'RE GOING THROUGH OUR MEN LIKE THEY WERE *NOTHING!*

WE MUST GET *MIDNIGHT* INTO THE BATTLE! WHERE *IS* HE? AND WHERE'S NURSE *CHURCH?* SHE WAS SUPPOSED TO LOOK AFTER HIM!

H-HERE I AM! I--I WAS JUST CHECKING ON MIDNIGHT!

WHAT'S HIS CONDITION? WE NEED HIM AT ONCE!

VII

X

HE--HE'S STILL RECOVERING FROM HIS LATEST OPERATION. SH-SHOULD BE READY SOON.

WHAT'S WRONG WITH YOU, WOMAN? WHY DO YOU STAGGER SO?

ALL THIS FIGHTING--MEN WITH SUPER POWERS! I'M NOT USED TO THIS! IT-IT'S ALL VERY UNSETTLING!

ENOUGH OF YOUR BLATHER! SEE TO MIDNIGHT! THAT'S WHY NUMBER ONE HAD YOU KIDNAPED--!

GET MIDNIGHT READY FOR COMBAT--OR YOU'LL SUFFER THE CONSE-QUENCES!

VII

Y-YES, NUMBER SEVEN! I'LL GO AT ONCE!

SHORTLY...

LYNN, WHERE'VE YOU BEEN? YOU'RE USUALLY AT MY SIDE DURING AND AFTER MY OPERATIONS! BUT THIS TIME...

I-I'M SORRY, JEFF. I HAD SOME... OTHER MATTERS TO ATTEND TO.

BUT NOW THIS PLACE IS UNDER ATTACK BY SPIDER-MAN AND HIS ALLIES...

THEY FOUND US AGAIN! BUT HOW--?!

I DON'T KNOW, BUT NUMBER SEVEN WANTS YOU TO FIGHT THEM AGAIN!

GUESS I DON'T HAVE MUCH CHOICE! I'LL...

BUT YOU DO HAVE A CHOICE! WHILE YOU WERE BEING ENHANCED, I MANAGED TO SABOTAGE THEIR PAIN-INDUCING DEVICE!

WHAT?! THAT'S GREAT! BUT HOW..?

NO TIME TO EXPLAIN NOW...BUT I THOUGHT YOU SHOULD KNOW THEY NO LONGER HOLD THAT OVER YOU!

THANK YOU, LYNN! I'LL PAY YOU BACK--MAYBE REAL SOON!

MEANWHILE...

GEEZ--HOW MANY OF THESE GUYS *ARE* THERE?! NO MATTER HOW MANY WE LAY *OUT*, THERE ALWAYS SEEM TO BE *MORE* AROUND EVERY BEND OF THE CORRIDOR!

THEIR RESISTANCE IS *STIFFENING*--WE MUST BE CLOSE TO THE *CENTER* OF THE COMPLEX!

AND MY GUESS IS THAT'S *JUST* WHERE WE *WANT* TO BE! SPIDER-MAN--?

I THINK YOU *CALLED* IT, MOONY! MY SENSES ARE BUZZING TO BEAT THE BAND! NOVA'S *CLOSE!*

thwipp

SWAKK!

THEY'RE GETTING *CLOSER!* WHERE'S *MIDNIGHT?* HE SHOULD *BE* HERE BY NOW!

VII

YOU *RANG*, OH *MASTERS*?

IT'S ABOUT *TIME* YOU GOT HERE, *MIDNIGHT*! WE'VE GOT A *SITUATION*...

OH-- A *SITUATION*. ISN'T THAT TOO DARN *BAD*.

IT DOESN'T LOOK LIKE YOUR BOYS ARE *DOING* TOO WELL *WITHOUT* ME, SEV!

BUT I'LL TELL YOU *WHAT*-- I'LL BE *GLAD* TO BAIL YOU *OUT* AGAIN... IF-- IN *EXCHANGE* FOR MY SERVICES-- YOU MAKE ME *HEAD* OF THE SECRET EMPIRE!

ARE YOU *CRAZY*?! HAVE YOU *FORGOTTEN* THAT WITH THIS CONTROL *UNIT* I CAN CAUSE YOU *UNSPEAKABLE* PAIN? *OBEY* ME!

I DON'T THINK SO.

VERY WELL, THEN-- YOU BRING THIS ON *YOURSELF*!

I-IT'S NOT *WORKING*! BUT THAT'S *IMPOSSI*--

r tak

r tak

MAYBE YOU SHOULD PRESS IT *HARDER*, NUMBER SEVEN!

HERE...LET ME *HELP* YOU!

AAAAAAAAAAAAAAAAAA!

SSKKKRRNCH!

STILL NOT WORKING? TOO BAD! FAULTY *WORKMANSHIP*, I GUESS.

R-RELEASE HIM, MIDNIGHT!

STILL TELLING ME WHAT TO *DO*?

WELL I DON'T *LIKE* TAKING ORDERS!

SPPLOKK!

I'D RATHER *GIVE* THEM!

XIII

DO I MAKE MYSELF *CLEAR*?

GOOD! NOW IF YOU'LL JUST TURN CONTROL OF THE EMPIRE OVER TO *ME*--

--I'LL PULL YOUR *FAT* OUT OF THE *FIRE*!

SEEMS LIKE THEY'VE *FINALLY* RUN OUT OF *CANNON FODDER!*

THAT *CAN'T* BE RIGHT! *DESPITE* THE NUMBER OF MEN WE'VE TAKEN OUT, IN A COMPLEX THIS SIZE THERE SHOULD BE *PLENTY* MORE!

UNLESS THEY'VE BEEN TOLD TO HOLD *BACK* FOR SOME REASON...

AND I THINK I CAN *SENSE* WHAT THAT REASON MIGHT *BE!*

YOU CAME *AFTER* MIDNIGHT, BOYS--WELL NOW YOU'VE *FOUND* HIM!

BACK *OFF*, THE REST OF YOU! HE'S *MY* EX-PARTNER--SO *I'LL* HANDLE MIDNIGHT!

REALLY THINK YOU *CAN*, MOON KNIGHT? THEN YOU *ARE* A *LUNA*TIC!

KRUMPPF!

MY CYBORG ENHANCED SPEED AND STRENGTH MAKE ME *MORE* THAN A MATCH FOR YOU!

ALL THE POWER IN THE *WORLD* CAN'T HELP YOU IF YOU DON'T HIT YOUR *TARGET*, JEFF!

SKRRANCH!

AND *PART* OF YOU IS *STILL* HUMAN -- AND THAT PART CAN BE *HURT!*

KRRAKK!

I KNOW YOU WANT TO TAKE HIM *YOURSELF*, MOON KNIGHT, BUT HE'S TOO *STRONG*...

SKRAAK!

WAY TOO STRONG! Y'KNOW, MOONY -- IN A VERY *REAL* WAY, *YOU* ARE THE REASON I *BECAME* THIS FIGHTING MACHINE!

YOU WERE RESPONSIBLE FOR MY FATHER'S -- THE ORIGINAL MIDNIGHT'S -- *DEATH!*

WAKK!

B-KAKK!

THEN, WHEN I HOOKED UP WITH YOU, YOU LEFT *ME* TO DIE, *TOO!*

BY DOING *THAT*, YOU LEFT THE SECRET EMPIRE TO WORK THEIR EXPERIMENTS ON ME! *WHUNFF!*

NOT *QUITE* THE WAY IT HAPPENED, MIDDY!

MOON KNIGHT *WARNED* YOU NOT TO BATTLE THE EMPIRE! AND HE DID ALL HE *COULD* TO GO *AFTER* YOU -- TRY AND *RESCUE* YOU!

BUT EVEN WHEN WE CAPTURED *NUMBER ONE* -- HE INSISTED THAT YOU HAD *DIED* AS THE RESULT OF YOUR INJURIES!

BUT HE *LIED!* *HE LIED!* AND YOU SHOULD HAVE *KNOWN* IT!

ZZRRAKK!

ZZRRAKK

LIGHTEN UP, KID! MUCH AS I *SYMPATHIZE* WITH SOMEONE WHOSE FOLKS HAVE DIED* -- IT SOUNDS LIKE YOU'RE *WAY* OFF BASE BLAMING *MOON KNIGHT* FOR YOUR PROBLEMS!

*THRASHER'S FOLKS WERE KILLED WHEN HE WAS A CHILD. --DAPPER DAN

AND IF THERE'S ONE THING I CAN'T *STAND* -- IT'S SOMEONE WHO WON'T ACCEPT RESPONSIBILITY FOR HIS OWN ACTIONS!

HOLY-! HE'S GOT A *NEW* GIMMICK-- STRETCHING OUT OF HIS ARM...

OH, I'LL BE *HAPPY* TO TAKE RESPONSIBILITY FOR MY ACTIONS--

--STARTING WITH *THIS* ONE!

ARRRGGHH- UMFF!

BIG *MISTAKE*, MIDNIGHT! WITH YOUR ARM *ELONGATED*, I BET IT'S SUSCEPTIBLE TO DAMAGING *BLOWS*--

--LIKE *THIS* ONE!

AAAAAAAAAAAAAAA!

K-WHAKK!

AND YOU BLEW IT, *TOO*, SPIDER-MAN! BY LUNGING TO HELP YOUR *FRIEND*-- YOU LEFT YOUR-SELF WIDE *OPEN* FOR THIS!

SSSSS

SSSSS

WAKKKKK!

WHUFF!

THAT SHOT SHOOK UP SPIDER-MAN, BUT WITH MY ARM DAMAGED, I CAN'T TAKE A CHANCE ON FIGHTING THE OTHER TWO!

GOTTA BEAT A HASTY RETREAT!

I WANT TO GET THAT SUCKER! FIND OUT WHERE HE'S GOT NOVA STASHED!

HE CAN'T GET AWAY AGAIN! HE CAN'T!

THRASHER, NO! THE DOOR--!

WE'VE GOT HIM ON THE RUN, THRASHER!

NOT GOOD ENOUGH, MOON KNIGHT!

THWIPP

HEY!

KLANG

NOT TO WORRY, MOONY-- IF THERE'S ONE THING I CAN'T STAND IT'S MASHED THRASHER!

BLAST YOU! NOW HE'LL GET AWAY AGAIN!

WELL EXCUUUUSE ME! I JUST DIDN'T THINK THAT YOUR GETTING CRUSHED TO DEATH WOULD DO YOUR PRECIOUS TEAMMATE ANY GOOD!

NEXT TIME I'LL...

WAIT-- FEEL THAT RUM-BLING...?

MIDNIGHT AND THE REST OF THE EMPIRE'S SOLDIERS MUST BE TAKING OFF AGAIN!

WE'D BETTER HUSTLE OUT TO THE 'COPTER!

MEANWHILE, IN THE SECRET EMPIRE'S ELITE ESCAPE ROCKET...

EVERYONE *ACCOUNTED* FOR?

YES--THE COUNCIL MEMBERS AND MIDNIGHT ARE ALL ABOARD *THIS* CRAFT. OUR *UNDERLINGS* TOOK VARIOUS *OTHER* ESCAPE ROUTES!

BUT WE'VE *STILL* LOST OUR PRIME MANHATTAN *HEADQUARTERS*-- YOU'VE FAILED *AGAIN*, MIDNIGHT!

HEY, BACK *OFF!* I STALLED THOSE DO-GOODERS TILL WE COULD ALL GET *CLEAR!* I HAD A *SHOT* AT BEATING 'EM!

BESIDES, HAVE YOU ALREADY *FORGOTTEN* WHAT HAPPENED TO NUMBER *SEVEN*?

I'M IN CHARGE HERE NOW! *NOT* YOU!

NOW WHERE'S *LYNN CHURCH*?

HERE I AM, MIDNIGHT! Y-YOU WERE *WONDERFUL*, THE WAY YOU FOUGHT OFF SPIDER-MAN AND THE REST!

I *WAS* PRETTY GOOD, *WASN'T* I?

AND I OWE IT ALL TO *YOU*, LYNN. I *TOLD* YOU WE'D RULE THIS OUTFIT!

AND ONCE I'M *REPAIRED*, WE'LL GET DOC FRANKLIN TO GO AHEAD WITH HIS PLAN TO CREATE AN *ARMY* OF CYBORGS--

--AN ARMY THAT *I'LL* BE IN CHARGE OF!

AN ARMY THAT'LL SHAKE THE *WORLD!*

WHILE, BACK AT THE ABANDONED SITE...

I SAW A SHIP LEAVE ZE BUILDING-- I WAS NOT SURE IF I SHOULD FOLLOW ZEM OR...

IT COULD HAVE BEEN TOO *DANGEROUS* FOR YOU TO TAKE 'EM ON ALONE, FRENCHIE.

COULD YOU TELL WHERE THEY WERE *HEADED*?

NO--ZEY WENT STRAIGHT *UP*--COULD HAVE HEADED IN *ANY* DIRECTION ONCE ZEY WERE OUT OF SIGHT!

AND I *DOUBT* THEY'LL SCREW UP AGAIN AND GIVE NOVA *ANOTHER* CHANCE TO SIGNAL US! WE *BLEW* IT! *BAD!*

LOOK, THRASHER, THERE'S GOTTA BE *SOME* WAY TO TRACK 'EM! WE'LL...

BETTER CHECK UP ON THE *PUNISHER*. IF HE'S *FEELING* BETTER, MAYBE *HE'S* GOT SOME IDEAS...

FRENCHIE, WHERE *IS* THE PUNISHER?

WHAT?! HE IS NOT IN THERE?

HE MUST HAVE SNUCK *OUT* WHILE I WAS WATCHING ZE EMPIRE'S MEN FLEE ZE *BUILDING!* BUT, *WHY*--?

ONLY *ONE* REASON WHY HE'D PULL A STUNT LIKE *THAT*--

--THAT MACHO *JERK* MUSTA SNUCK ON BOARD THE EMPIRE'S *ESCAPE CRAFT!*

THEN THAT "MACHO JERK" MAY BE THE *LAST* CHANCE WE HAVE OF GETTING MY *TEAMMATE* BACK IN ONE PIECE!

THINGS ARE REALLY HEATING UP NOW! JOIN US IN TWO WEEKS FOR A HEARTY BRUNCH IN THE NEXT ISSUE, AS SPIDEY AND HIS ALLIES SEARCH FOR:

A BAGEL WITH NOVA!

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ROUND ROBIN: THE SIDEKICK'S REVENGE!

PART FIVE OF SIX

the AMAZING SPIDER-MAN®

SPIDER-MAN! THE PUNISHER!, NOVA!™

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BITTEN BY A RADIOACTIVE SPIDER, STUDENT PETER PARKER GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

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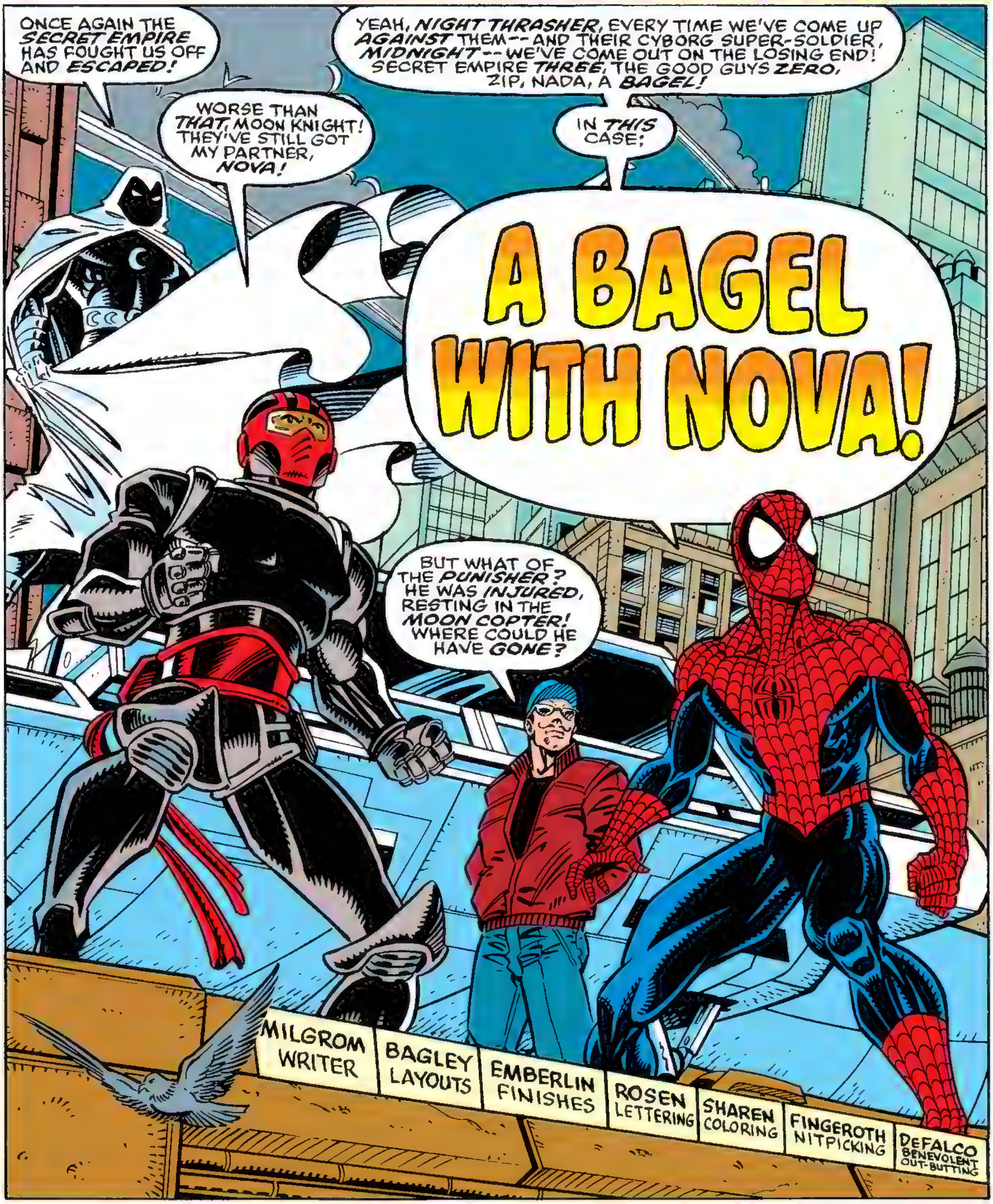

WHERE INDEED? IF WE BUT SHIFT OUR ATTENTION TO THE SOARING SECRET EMPIRE ESCAPE CRAFT...

WE CAN FIND THE VIGILANTE IN QUESTION HIDING IN A CRAMPED COMPARTMENT, COLLECTING HIMSELF.

MAYBE THIS WASN'T SUCH A GOOD IDEA. I'M STILL WOOZY--

--EVER SINCE I WAS ATTACKED BY THAT ENERGY-SIPHONING LEECH THAT SONIC SICCED ON ME!*

*SONIC WAS ONE OF THE SEEKERS--ARMORED MERCENARIES HIRED BY THE SECRET EMPIRE TO BATTLE OUR HEROES BACK IN ISSUE #355.-- DANNY

"THRASHER GOT THE THING OFF ME, BUT I WAS TOO WASTED TO JOIN THE OTHERS IN THEIR ASSAULT ON THE EMPIRE'S HIDDEN HQ.

"BUT ONCE I GOT TO FEELING A LITTLE STRONGER, I SNUCK OUT OF THE MOON COPTER--

"--TOOK OUT ONE OF THE EMPIRE'S MEN--PUT ON HIS DUDS--

"--AND WHEN SPIDER-MAN AND THE OTHERS FLUSHED 'EM FROM THEIR HOLE, I GOT ON BOARD THE ESCAPE ROCKET WITH THEM!

"THE EMPIRE'S BEEN TOO SLIPPERY--COULDN'T TAKE A CHANCE ON THEM GETTING AWAY AGAIN."

AND I GUESS I PLAYED IT RIGHT--JUST HOPE I CAN FIND A WAY TO CONTACT THE GOOD GUYS BEFORE I GET CAUGHT.

BETTER GET BACK TO THE OTHERS BEFORE THEY WONDER WHERE I'VE GOT TO.

AH--NUMBER THREE, *THERE* YOU ARE. YOU SEEM A BIT *UN-STEADY*...ARE YOU *ALL RIGHT?*

LUCKY THING THESE COWLS HAVE A BUILT IN *VOICE SCRAMBLER* TO INSURE THE EMPIRE HIERARCHY OF *ANONYMITY!*

JUST A LITTLE *SHAKY*--I WAS *INJURED* IN THE BATTLE WITH THOSE SUPER-CHARACTERS!

YEAH, BUT YOU'VE GOT TO *ADMIT* WE DID PRETTY WELL UNDER MY NEW *LEADERSHIP!*

"WELL"?! BUT, *MIDNIGHT*--WE WERE DRIVEN FROM FROM OUR CENTRAL MANHATTAN *COMPLEX*--LOST *MILLIONS* IN ASSETS!

A *MINOR* SET-BACK! JUST AS THE DAMAGE SPIDER-MAN DID TO MY *ARM* IS A MINOR SET-BACK!

ONCE WE GET TO OUR BACK UP HEAD-QUARTERS IN *QUEENS* WE'LL GO AHEAD WITH OUR PLANS TO BUILD AN *ARMY* OF CYBORGS LIKE ME!

SHRRAKK!

THEN I'LL SHOW YOU PIKERS HOW TO THINK BIG--*REALLY* BIG!

WE'LL TAKE OVER THE WHOLE BLASTED *COUNTRY!* SOUND GOOD?

ER...OFF*HAND* I HAVE TO ADMIT IT SOUNDS *GREAT!*

OFFHAND--OH, *I* GET IT--THE *ARM.* REAL *FUNNY,* NUMBER THREE!

I'LL *TRY* TO CONTAIN MY LAUGHTER NOW THAT WE'RE SETTING DOWN AT OUR "ABANDONED WAREHOUSE."

I'LL GET THIS ARM *REPLACED,* THEN WE'LL HAVE ANOTHER MEETING TO *DISCUSS* THOSE PLANS!

AND WHEN WE *DO*--KEEP YOUR *LAME* SENSE OF HUMOR TO *YOURSELF*--*UNDERSTAND,* NUMBER THREE?

OF *COURSE,* MIDNIGHT. WHATEVER YOU *SAY.* YOU'RE THE *BOSS!*

INSIDE THE BUILDING...

I'VE GOT A *ROUGH* FIX ON MY LOCATION- GOTTA FIGURE A WAY TO GET A *MESSAGE* OFF TO SPIDER-MAN AND THE OTHERS.

BUT I'M STILL *GROGGIER* THAN I *THOUGHT*. EVERY LITTLE EXERTION REALLY TAKES IT *OUT* OF ME...

G-GOTTA GET THAT MESSAGE *OUT*, BUT FIRST I THINK I'D BETTER FIND SOME P-PLACE TO PASS...

...OUT...

WHILE, BACK AT THE *MOON COPTER*...

I *KNEW* I SHOULD NEVER HAVE TAKEN MIDNIGHT ON AS A *PARTNER*! FROM THE DAY I *MET* HIM, I WAS *AFRAID* HE WAS GOING TO BE *TROUBLE*--AND I'VE SELDOM BEEN MORE *RIGHT*!

Y'*KNOW*, MOON KNIGHT, I'M GETTING PRETTY *SICK* AND *TIRED* OF *HEARING* THIS --!

I'*VE* GOT A TEAMMATE *MISSING* RIGHT NOW AND ALL *YOU* CAN DO IS COMPLAIN ABOUT THE FACT THAT YOU COULDN'T GET ALONG WITH *YOURS*!

MIDNIGHT SAID SOMETHING ABOUT YOU *KILLING* HIS FATHER--AND SOMETHING *ELSE* ABOUT YOU LEAVING MIDNIGHT HIMSELF TO THE MERCIES OF THE *SECRET EMPIRE*.

I...LOST *MY* FOLKS, MYSELF... KNOW HOW *TOUGH* IT CAN BE ON A PERSON. HOW IT MIGHT *TWIST* THEM.

BUT *YOU* STAND THERE TALKING LIKE YOU MISPLAYED A HAND OF *BRIDGE*! I THOUGHT THE *PUNISHER* WAS COLD-BLOODED--

--BUT *YOU'RE* THE ORIGINAL *LIZARD KING*! I OUGHTTA...

BACK *OFF*, THRASHER! THE ORIGINAL MIDNIGHT DIED OF *CANCER*--DUE TO SOME *CHEMICALS* HE CAME IN CONTACT WITH!

AND AS I'VE *SAID*, JEFF WILDE--*THIS* MIDNIGHT--WHO I DON'T EVEN KNOW FOR SURE IS THE ORIGINAL'S SON--

--LOOKED LIKE HE'D BEEN *KILLED* BY THE *EMPIRE*! AGENTS WE CAPTURED SAID THE *SAME* THING!

I *KNOW* YOU'RE UPSET ABOUT *NOVA*, BUT IF YOU'RE *REALLY* ITCHING FOR A FIGHT, I'LL BE *GLAD* TO ACCOMMODATE Y--

ALL RIGHT, THAT'S *ENOUGH!*

LISTEN-- WE'RE *TIRED, FRUSTRATED*, BUT WE'VE GOT TO KEEP IT TOGETHER FOR *NOVA'S* SAKE... *AND* THE PUNISHER'S!

THERE'S NOTHING WE CAN *DO* FOR THE *MOMENT*-- SO WHY NOT TAKE A *BREAK*, UNWIND AND WAIT FOR SOME *WORD?*

SOUNDS REASONABLE TO *ME!*

I DON'T *LIKE* IT... BUT WE DON'T HAVE MUCH *CHOICE* RIGHT NOW.

OKAY! MOONY, WE CAN CALL EACH OTHER ON OUR AVENGERS' ID CARDS IF WE *HEAR* ANYTHING!

LATER!

HE WAS RIGHT... *SORRY!*

NO *BIGGIE*, KID! I *DO* UNDERSTAND HOW YOU FEEL!

CAN I GIVE YOU A *LIFT?*

NO, THANKS, I'LL FIND MY *OWN* WAY!

YOU KNOW MY HELMET RADIO FREQUENCY--?

YEP! AND YOU'VE GOT *MY* NUMBER! SO IF YOU GET *NEWS*...

YOU'LL BE THE FIRST TO KNOW. LATER.

WHEW--IT SURE IS *PEACEFUL* TO BE ON MY OWN AGAIN, EVEN IF IT'S ONLY FOR A *LITTLE* WHILE.

WORKING WITH OTHER HERO TYPES CAN BE *AWFULLY* STRESSFUL. MAYBE I OUGHTTA *RECONSIDER* MY RESERVE AVENGER STATUS!

THWIPP

MARY JANE AND I HAVEN'T BEEN MARRIED ALL THAT LONG AND SHE MUST *ALREADY* FEEL LIKE A SUPER HERO WIDOW!

AND-- *GEEZ*-- SPEAKING OF MJ, I RAN *OUT* ON HER IN THE MIDDLE OF *DINNER!* HOPE SHE'S NOT--

--MAD! NOPE, *ASLEEP* IN FRONT OF THE TUBE DOESN'T QUITE *QUALIFY.*

MJ...

HMMMM?

PETEY... TIGER... IS THAT *YOU?*

EXPECTING SOMEONE *ELSE?*

OOH, YOU *RAT!* RUNNING *OFF* LIKE THAT JUST AS I'M SERVING YOU *SUPPER!* YOU *OKAY?*

I'M *FINE.*

FOOD'S IN THE *FRIDGE.* IT'S *COLD,* BUT...

RIGHT NOW, I'M IN THE MOOD FOR SOMETHING *WARM.*

HMMMM.

IN THE HALLWAY OF A LONG ISLAND MANSION, THE STATUE OF AN ANCIENT EGYPTIAN DEITY-- **KHONSHU**, THE GOD OF THE MOON-- STANDS WATCH.

WELL, OLD BUDDY, TIME FOR **MOON KNIGHT** TO TAKE A **BREAK**--TIME FOR THE FIST OF KHONSHU TO *UNCLENCH*...

AND FOR **MARC SPECTOR** TO RECLAIM HIS *LIFE*.

DOES THAT MEAN YOU HAVE A LITTLE TIME FOR **ME**?

MARLENE...

I--I'M AFRAID I *NEVER* HAVE ENOUGH TIME FOR YOU, BUT...

HUSH! IT'S A **BEAUTIFUL** NIGHT AND A FULL **MOON**. COME OUT ON THE BALCONY AND SEE...

NO... I'VE HAD QUITE **ENOUGH** OF THE **MOON**, ITS **GOD** AND ITS **KNIGHT** FOR ONE EVENING, *THANK* YOU.

TIME FOR ME TO BE A "MERE" MORTAL--

--WITH ALL THE FAILINGS AND *FRAILTIES* THAT ENTAILS.

AS WELL AS ALL THE **PERKS** THAT COME WITH BEING *JUST* A MAN... IN THE COMPANY OF JUST A **WOMAN**...

AND HERE I THOUGHT I WAS A **GODDESS**...

MEANWHILE...

WHAAM!

...NIGHT THRASHER...

THAM!

...WHOSE TRUE NAME IS DWAYNE TAYLOR...

...TRIES TO VENT HIS ANGER...

CRAACK!

AND FRUSTRATION...

WHAACK!

IN MORE AGGRESSIVE FASHION!

DWAYNE...

KA-THWACK!

YOU MUST NOT *TORTURE* YOURSELF! DRIVING YOURSELF TO THE POINT OF *EXHAUSTION* WON'T HELP *YOU*--

--OR NOVA!

I *KNOW*, *SILHOUETTE*--BUT I'M THE *LEADER* OF THE NEW WARRIORS!

AND I LET HIM *DOWN!*

WHAT KIND OF A LEADER *DOES* THAT?

WHILE IN THE SECRET EMPIRE HIDEAWAY IN QUEENS...

C'MON, DOC--GET THAT SUCKER HOOKED UP! I DON'T *LIKE* BEING CAUGHT SHORT-HANDED!

ALMOST *FINISHED* NOW, MIDNIGHT!

GOOD! DID YOU HOODED BOYS CALL A MEETING OF THE HIGH COUNCIL LIKE I *TOLD* YOU?

Y-YES, MIDNIGHT! THE *REMAINING* EIGHT HAVE GATHERED IN THE CONFERENCE ROOM AS YOU *ORDERED* --EXCEPT FOR NUMBER THREE!

SK-KRUUNNNCH!

IV

AH, THE NEW ARM WORKS *PERFECTLY!*

AND WHERE *IS* NUMBER THREE?

W-WE DON'T *KNOW!* WE'RE *LOOKING*...

WELL, SEE THAT YOU *FIND* HIM! NOW THAT *I'M* IN CHARGE OF THIS POPSICLE STAND WE'VE GOT TO GET THINGS RUNNING *SMOOTHLY*--

--LIKE A WELL-OILED *MACHINE! RIGHT*, DOC FRANKLIN?

ER... *RIGHT*, MIDNIGHT!

LYNN, YOU COMING TO THE *MEETING* WITH ME?

N-NO, JEFF. I'VE GOT A COUPLE OF THINGS TO FINISH UP HERE.

YOU GO *AHEAD*. I'LL CATCH UP TO YOU WHEN I *CAN*.

UNNH! BACK TO THE LAND OF THE LIVING... BUT I *STILL* FEEL WEAK!

I'M IN NO SHAPE TO TAKE ON THE EMPIRE BY *MYSELF!* GOTTA FIND A *TRANSMITTER* AND CALL IN THE RESERVES!

BLAST! COMMUNICATIONS CENTER IS TOO WELL-GUARDED! GUESS THEY'RE TRYING TO PREVENT ANY *MORE* MESSAGES FROM GETTING OUT LIKE *LAST* TIME!*

COMMUNICATIONS

*NOVA RADIOED HIS PARTNER WHEN THE BROADCAST INHIBITOR WAS MYSTERIOUSLY TURNED OFF LAST ISSUE.--DAPPER DAN.

I GUESS I *COULD* TRY TO PULL RANK ON THEM-- BUT THAT MIGHT DRAW TOO MUCH *ATTENTION* TO ME NOW THAT MIDNIGHT'S USURPED COMMAND FROM THE COUNCIL!

WHAT I *NEED* IS A DISTRACTION--

--AND MAYBE *NOVA* CAN PROVIDE IT FOR ME!

HOW IS THE PRISONER DOING?

UH--*FINE*, SIR. BUT SHOULDN'T YOU BE AT THE *COUNCIL* MEETING?

YES, OF COURSE--JUST WANTED TO STOP IN ON THE *WAY* AND CHECK ON OUR SUPER HOSTAGE! MIDNIGHT *EXPECTS* MY REPORT!

NOVA, I'M A *FRIEND!* WE NEED A DISTRACTION SO ONE OF US CAN TRANSMIT A MESSAGE TO *THRASHER!*

D-DUNNO WHAT *I* CAN DO! EVERY TIME I STRUGGLE, THESE POWER SHACKLES *ZAP* ME!

WELL, WE CAN'T HAVE *THAT*, NOW--

--CAN WE?

SKRRRNNNCH!

EVERYTHING SEEMS *SECURE* HERE!

GET *LOOSE*, CALL THRASHER -- I'LL STALL MIDNIGHT *SOMEHOW* UNTIL YOU CAN GET THE MESSAGE OUT!

GOT IT!

YEAH? WELL, TELL THAT CYBORG *BOSS* OF YOURS I'LL *NEVER* WORK FOR THE SECRET EMPIRE! AND IF I EVER GET OUT OF THESE *CLAMPS* I'M GONNA TURN HIM INTO A PILE OF *SCRAP METAL!*

NUMBER THREE -- THE MEETING IS STARTING AND YOUR PRESENCE IS *REQUIRED!*

ER--*RIGHT!* I WAS JUST *HEADING* FOR IT! LEAD THE WAY.

AND A LUCKY THING YOU BOZOS SHOWED *UP*-- 'CAUSE I HAVE NO IDEA *WHERE* THIS MEETING IS TAKING PLACE!

IT'S ABOUT *TIME*, NUMBER THREE! WHERE *WERE* YOU?

UH... *SORRY*, MIDNIGHT. I'M STILL MOVING KIND OF SLOW FROM THE *BEATING* I TOOK WHEN WE FOUGHT SPIDER-MAN AND HIS CRONIES!

HMMF! HUMANS ARE SO *EASILY* INCAPACITATED! NEVER MIND, THEN.

I WAS JUST OUTLINING MY PLANS TO *RESTRUCTURE* THE SECRET EMPIRE WITH *MYSELF* AS THE HEAD!

I *ASSUME* THAT THERE IS NO FURTHER DEBATE ABOUT MY RIGHTFUL PLACE AT THE *TOP*. NOW WE MUST DISCUSS THE DEPLOYMENT OF THE PROPOSED ARMY OF *LESSER* CYBORGS!

ANY *SUGGESTIONS?*

UNNGH! MY FRIEND MANAGED TO DAMAGE THE CIRCUITS ON THESE CLAMPS--BUT THEY'RE STILL DRAWING A LOT OF POWER!

C'MON--BEAR DOWN! WHEN YOU LOST YOUR POWERS--WHEN YOU WERE PLAIN OL' RICHARD RIDER--YOU ONLY WANTED A SHOT AT BEING NOVA AGAIN!

NOW THAT YOU'VE GOT THAT SHOT YOU'VE GOT TO BE WORTHY OF THE POWER--YOU'VE GOT TO...

KKAA-RRANCH!

AHHHHHHHHHH--ARGGH!

DID IT! I'M FREE!

CRACKKKKLLLLE

WHA-?! IT'S NOT POSSIBLE...!

CALL SECURITY--QUICK, BEFORE--!

TOO SLOW, BOYS!

NOW, IF I READ THIS CONSOLE CORRECTLY, THIS CONTROLS THE RADIO JAMMER! DON'T KNOW HOW TO SHUT THE THING OFF--

--SO I'LL JUST TOTAL THE SUCKER!

WHEE-OOP WHEE-OOP

OOPS! WRECKING THAT PANEL SET OFF AN ALARM! NOW I'VE STEPPED IN IT!

GOTTA GET A SIGNAL OFF TO THRASH--

"--BEFORE MIDNIGHT GETS HOLD OF ME!"

THE ALARM! SOMETHING'S GONE WRONG WITH THE PRISONER!

THAT'S MY CUE!

EVERYTHING'S GONE WRONG SINCE YOU TOOK CHARGE, MIDNIGHT!

DON'T LET THIS METAL MOCKERY OF A MAN USURP OUR POWER--

--FIGHT HIM!

NUMBER THREE IS *RIGHT!* WE'VE WORKED TOO *LONG*... TOO *HARD* TO LET THIS *BUFFOON* TAKE CHARGE!

FOOLS!

WHAPP!

IF *SPIDER-MAN* COULDN'T STOP ME--

--WHAT CHANCE DO *YOU* HAVE?!

WELL, WELL...

MIDNIGHT FIGHTING THE COUNCIL--! IF THEY DO ENOUGH DAMAGE TO EACH *OTHER*...

...AN ENTERPRISING GUY LIKE *ELIOT FRANKLIN* MIGHT JUST BE ABLE TO STEP IN AND GRAB A LITTLE POWER FOR *HIMSELF!*

SO, NUMBER THREE--I SEE THAT FOR ALL YOUR TOUGH *TALK*, YOU HELD *BACK* WHILE THE *OTHERS* ATTACKED ME!

THINK YOU'LL DO ANY *BETTER* THAN THEY DID?

HARD TO *SAY*, MIDNIGHT!

THOUGH I MUST SAY IT'S A MATTER OF SAVING THE *BEST* FOR *LAST!*

BUT YOU DIDN'T SAVE IT FOR *LONG*, DID YOU?

SHRRAAAKK

AGH!

WHA-?! UNDERNEATH YOUR *ROBES* --KEVLAR *BODY* ARMOR?!

LOOKS LIKE MY COVER IS *BLOWN*-- OR IN *THIS* CASE, *TORN!*

MIGHT AS WELL *FINISH* THE JOB-- DON'T KNOW HOW THESE GUYS GET *AROUND* IN THESE ROBES ANYWAY!

AND AS MUCH AS I'D *LIKE* TO STAY AND DUKE IT OUT WITH MIDNIGHT--

--I DON'T THINK GOING HAND-TO-HAND WITH A GUY WHO CAN HOLD HIS OWN AGAINST *SPIDER-MAN* WILL DO ANYTHING TO ENHANCE MY *LONGEVITY!*

KRINK!

SEAL

SO LET'S SEE IF I CAN *JAM* THIS DOOR *LOCK!*

YEAH, THAT *DID* IT!

KA-THUNK!

FOR ALL THE *GOOD* IT DID ME! HOPE NOVA GOT HIS *SIGNAL* OFF!

AND, INDEED...

MOON KNIGHT-- I'VE HEARD FROM *NOVA!* GOT A *FIX* ON HIS *LOCATION!*

GOOD! I'LL CONTACT...

...*SPIDER-MAN!* MOON KNIGHT CALLING. WE'VE HEARD FROM *NOVA*--

GOT IT, MOONY! I'LL HEAD FOR THAT QUEENS LOCATION RIGHT *AWAY!*

OH, HONEY, NOT *MORE* SPIDEY ACTION SO *SOON!*

YOU WEREN'T COMPLAINING ABOUT THE SPIDEY ACTION *YOU* JUST...

ANOTHER *WORD* AND YOU'LL BE SLEEPING ON THE *COUCH* FOR A *MONTH!*

YES, DEAR.

HMM. I'VE GOT TO REMIND SPIDER-MAN TO BE SURE HE'S TURNED HIS COMMUNICATOR *OFF* WHEN HE STARTS *PERSONAL* CONVERSATIONS!

BUT RIGHT NOW, I'D BETTER MAKE A *BEELINE* FOR *NOVA'S* LOCATION! NO TELLING *WHAT* HIS SITUATION IS!

BUT, AS THE MOON COPTER TRAVELS WESTWARD FROM THE PLUSH SUBURBS OF LONG ISLAND TOWARDS THE MORE URBAN SPRAWL OF QUEENS...

...IT IS SPOTTED BY NONE OTHER THAN CHRIS POWELL, WHOSE ALTERNATE IDENTITY IS THE MYSTERIOUS DARK-HAWK!

HEY, THAT'S MOON KNIGHT'S PLANE--I RECOGNIZE IT FROM THE PAPERS!

BOY, IT SEEMS LIKE I'VE BEEN RUNNING INTO MORE AND MORE SUPER-TYPES OUT HERE! MAYBE I'M NOT THE ONLY ONE FROM QUEENS.

HE WAS FLYING PRETTY LOW--DESCENDING! MAYBE HE'S HUNTING DOWN THOSE NASTIES WHO GOT AWAY FROM ME AND SPIDER-MAN!*

IT'S MY TURF--MAYBE I CAN LEND A HAND! I'LL JUST DUCK INTO THIS ALLEYWAY--

*ISSUE #353.--DANNY

--GET A GRIP ON MY SPECIAL AMULET, AND BECOME--

DARKHAWK!

USED MY CABLE CLAW TO HAUL MYSELF UP TO THIS ROOFTOP--SO NOW I CAN LAUNCH MYSELF AND USE MY GLIDER WINGS TO GO AFTER THAT COPTER!

WHILE, NOT FAR AWAY...

LUCKY I WAS ABLE TO HITCH A RIDE ON THAT LIRR TRAIN--SINCE I SEEM TO BE THE ONLY HERO IN TOWN WITHOUT AN AIRCRAFT!

NOW I CAN USE MY FAITHFUL OL' WEBS TO TAKE ME THE REST OF THE WAY!

AND...

MAN, I HOPE NOVA'S OKAY! HE'S GOTTA BE!

C'MON, CYCLE, LET'S COVER SOME GROUND!

WHILE, AT THE SECRET EMPIRE'S CONCEALED HIDEAWAY...

A MIGHTY BATTLE RAGES WITHIN!

GLAD TO SEE YOU'RE UP AND *ABOUT*, NOVA! I CAN HANDLE *THESE* GOONS -- BUT AGAINST *MIDNIGHT*...

...WELL, A LITTLE SUPER-POWERED *HELP* IS MOST *WELCOME!*

PUNISHER -- SO IT WAS *YOU* UNDER THOSE ROBES! HAPPY TO RETURN THE *FAVOR*, PAL!

COURSE I'D FEEL A LOT MORE *CONFIDENT* IF IT WASN'T MIDNIGHT WHO BLASTED ME THE *FIRST* TIME WE MET! *

THAT'S *RIGHT*, YOU WASTE! I DID IT *BEFORE* AND I CAN DO IT *AGAIN!*

WHAPP!

MAYBE, BUT LET'S NOT FORGET: *LAST* TIME, YOU *SURPRISED* ME!

THIS TIME I'M *READY* FOR YOU --

--AND EAGER TO RETURN *YOUR* FAVOR, TOO!

WHAM!

*BACK IN AMAZING S-M #354 -- DOUBLE-BAGGING DAN!

ZZW

WAMM

NO *NEED*, HERO-MAN! I SUBSCRIBE TO THE OLD PHILOSOPHY: IT'S BETTER TO *GIVE* THAN *RECEIVE!*

MY *BOOT JETS* AREN'T JUST FOR *FLYING*, CHUMP!

OOF! S'NO GOOD! THE EMPIRE HAS BEEN KEEPING ME *SEDATED* SINCE I GOT HERE! STILL *GROGGY* FROM THE DRUGS!

YEAH, WELL *I'VE* FELT BETTER *MYSELF*-- BUT WE DON'T SEEM TO HAVE TOO MANY *OPTIONS*, HERE!

GOT TO KEEP *FIGHTING* AND HOPE THE *CAVALRY* SHOWS UP SOON!

FIGURES A GUY LIKE YOU WOULD HAVE THAT JOHN WAYNE SORT OF PHILOSOPHY, PUNISHER! I MEAN ...THE *CAVALRY!* IN *THIS* DAY AND AGE?!

HEY, IT WORKS FOR *ME!*

SPIDER-MAN! *AGAIN?!*

SKA-RAASH!

PLONK!

NO, NOT *AGAIN*-- MORE LIKE *STILL!*

WHAT'S *WRONG*, SPIDEY-- LOSE YOUR OTHER *PLAYMATES*?

YEP! THEY TOOK THEIR *PAILS* AND *SHOVELS* AND JUST WENT ON *HOME!*

HURRY! WHILE MIDNIGHT DEALS WITH *SPIDER-MAN*, WE'VE GOT TO STOP THE *OTHER* TWO!

WE'VE GOT THEM *OUTNUMBERED*

I *THREATENED* TO HOLD MY BREATH TILL I TURNED *BLUE*-- BUT DID *THAT* STOP THEM? *NOOOOO...*

SKRANG!

HEAR *THAT*, PUNISHER? THEY THINK THEY'VE GOT US *OUTNUMBERED!*

MUST BE SOME SORT OF NEW *MATH*, NOVA!

LET'S SHOW 'EM THAT WHAT THEY'RE *FIGURING* JUST DOESN'T ADD *UP!*

DIVIDE AND CONQUER, I ALWAYS SAY!

ZWAPP!

THEY'RE *ATTACKING!* ARE THEY *CRAZY?*

PWOOM!

C'MON, POUR IT *ON!*

HEY-- IF THERE'S ANY POURING *ON* TO BE DONE AROUND *HERE*--

--*WE'LL* BE THE ONES TO *DO* IT!

NO!

NOT *THESE* GUYS AGAIN!

SEE *THAT*, MIDNIGHT? IF YOU JUST HAVE A LITTLE *FAITH* IN THE CAVALRY, THEY'LL BAIL YOU OUT EVERY *TIME*!

ZWWAAKK!

YOU BOYS SURE TOOK YOUR SWEET TIME *GETTING* HERE!

GEE, PUNISHER, WE FIGURED A MACHO GUY LIKE *YOU* WOULD RESENT US BUTTING *IN*!

THANKS FOR FREEING MY *TEAMMATE*!

YOU *OKAY*, NOVA?

FINE, THRASHMAN! *BETTER* NOW THAT *YOU* GUYS HAVE TURNED UP!

EVEN WITH *MIDNIGHT* AGAINST US--WE OUGHT TO BE ENOUGH TO BEAT HIM AND THESE *FLUNKIES*!

THWAAM!

ARRGGH!

GUESS *AGAIN*, KID!

AND WATCH OUT WHO YOU'RE CALLING *FLUNKIES*!

IT MAY NOT MATCH THE *POWER* OF MY OLD *MYSTICAL* WEAPON--* BUT IT'LL *DO*!

ELIOT FRANKLIN DOESN'T TAKE *KINDLY* TO THE TERM-- *ESPECIALLY* ONCE HE'S HAD A CHANCE TO WHIP UP SOME *BODY ARMOR*...

...AND A BRAND NEW ENERGIZED *WRECKING BALL*!

*THE ONE HE USED WHEN HE WAS **THUNDERBALL** OF THE WRECKER'S **WRECKING CREW**. -- DEMOLITION DAN

WHO *ELSE* WANTS A TASTE?

Snag!

WHAT, NO *VOLUNTEERS*? OKAY THEN, I'LL JUST--

HEY! SOME-THING'S GRABBED MY WRECKING BALL!

NOT SOME*THING*-- SOME*ONE*!

DARKHAWK'S THE NAME! AND UNLESS I'M *MISTAKEN*--YOU'RE THE GUY WHO BROKE OUT OF THE *POLICE STATION* THE OTHER DAY! *

* BACK IN S-M*353--WHERE THIS WHOLE MESS STARTED.-- UNDAUNTED DAN.

RIGHT! AND *YOU'RE* THE GUY WHO THREW ME OUT THE *WALL* OF THAT POLICE STATION! SEEMS TO *ME* I OWE YOU A LITTLE *PAYBACK!*

SO LET ME JUST UP THE *GAIN* ON MY *POWER* CONTROL--

UNGH!

ZZWAARRP!

--AND WATCH THE ENERGY CRAWL BACK OVER YOUR CABLE TILL IT *REACHES* YOU!

BINGO!

DARKHAWK!

GOTCHA, PAL!

YEAH, BUT IN THE *MEANTIME* YOU PUT YOURSELF RIGHT INTO MY *SIGHTS*, WALL-CRAWLER!

THUKK!

WELL LET ME JUST TAKE HIM *OUT* OF YOUR SIGHTS, MIDNIGHT!

IF THERE'RE ANY *PAY-BACKS* BEING MADE HERE, IT'LL BE *ME* PAYING *YOU* BACK FOR MANHANDLING MY *PARTNER!*

AND I'M *RETURN-ING* YOUR INVESTMENT WITH *INTEREST!*

KICK PUSHED ME OFF *COURSE*-- CAN'T *TURN* FAST ENOUGH...

WHA-KHANNG!

HOLD THAT *POSE*, MIDNIGHT!

HERE'S A LITTLE SOMETHING ON *ACCOUNT* FOR WHAT I OWE YOU AS *WELL!*

SKRAANNG!

WHOOF!

NOW, HOLD STILL WHILE I *CLOSE* THE BOOKS...

ENOUGH, MOON KNIGHT--

I'M *FREEZING* YOUR *ASSETS* AS OF *NOW!*

LYNN--! Y-YOU'RE TOSSING HIM LIKE HE WEIGHED *NOTHING!* HOW CAN THAT *BE*, UNLESS...

FINALLY GETTING THE *PICTURE*, JEFF--?

FINALLY REALIZING THAT THE SECRET EMPIRE WOULDN'T PROCEED WITH JUST ONE PROTOTYPE CYBORG SOLDIER?

UH-OH! I DON'T LIKE THE LOOKS OF THIS!

WHY SPIDER-MAN, HOW UNFLATTERING! MOST PEOPLE LIKE MY LOOKS! ESPECIALLY ONCE I'VE REMOVED MY GLASSES!

PERHAPS IF I SHED THIS DRAB LAB COAT YOU'LL APPRECIATE ME EVEN MORE!

VERY BECOMING, LADY--A MATCHING MS. MIDNIGHT COSTUME!

SO WHAT'S YOUR NEXT MOVE?

VERY SIMPLE... NOW WE KILL YOU!

WHOOPS! JUST WHEN IT LOOKED LIKE IT WAS **OVER**--IT **ISN'T!** **BE** HERE IN FOURTEEN SHORT **DAYS** FOR THE **FINAL** CHAPTER, WHEN SPIDEY AND HIS COHORTS FACE **DOUBLE** CYBORG DANGER IN:

CYBORG SERENADE

30TH ANNIVERSARY 1961-1991
THE FANTASTIC FOUR

MARVEL COMICS

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ROUND ROBIN: THE SIDEKICK'S REVENGE!

PART SIX OF SIX

the AMAZING SPIDER-MAN

THE CLIMACTIC CONCLUSION!

GUEST-STARRING: THE PUNISHER!, NIGHT THRASHER!, DARKHAWK!, NOVA!, AND MOON KNIGHT!.

BAGLEY TILLMAN

SPECIAL THREE-PART GATEFOLD COVER

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLED AGAINST SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

STAN LEE PRESENTS: **THE AMAZING SPIDER-MAN®**

HERE'S HOW THEY LINE UP...

JEFF WILDE, THE CYBORG KNOWN AS **MIDNIGHT** AND--

--LYNN CHURCH, NOW **ALSO** REVEALED TO BE A CYBORG, AND--

--ELIOT FRANKLIN, DECKED OUT IN HIS NEW **THUNDERBALL** ARMOR (COMPLETE WITH MATCHING **WRECKING BALL**) AND--

--A WHOLE **SLEW** OF HEAVILY ARMED **SECRET EMPIRE** THUGS...

...FACE OFF AGAINST:

THE PUNISHER...

NOVA...

NIGHT THRASHER...

DARKHAWK...

MOON KNIGHT...

AND, LEST WE FORGET WHOSE COMIC THIS IS...

THE AMAZING SPIDER-MAN!

THE BATTLE IS JOINED!

Out on a limb

MILGROM, BAGLEY AND EMBERLIN: *MASTER MECHANICS*
ROSEN AND SHAREN: *PIT CREW*
FINGEROTH: *PROUD SPONSOR*
DEFALCO: *PROUDER SPONSOR*
ERIC FEIN: *MR.GOODWRENCH-IN-TRAINING*

SURPRISED TO SEE MIDNIGHT WASN'T THE *ONLY*--LET ALONE THE *FIRST*--CYBORG AGENT THE EMPIRE COMMISSIONED?

I WAS THE PROTEGE OF *NUMBER ONE*--HIS PET PROJECT, KEPT SECRET FROM EVEN THE *COUNCIL OF TEN.*

"...THEN WAS INSTRUCTED TO TAKE ON THE ROLE OF KIDNAPED *NURSE*--TO MINISTER TO JEFF WILDE'S NEEDS!

"I VOLUNTEERED TO BE REBUILT AS A CYBORG...

"IN FACT, HE WAS BEING USED AS A *GUINEA PIG*--TO SEE HOW MUCH HE COULD *ENDURE*, BOTH PHYSICALLY AND *MENTALLY*, WHILE HIS SYSTEM WAS FITTED WITH MORE POWERFUL WEAPONRY.

"HE PROVED HIGHLY *ADAPTABLE*, AND SO WITH HIS PASSING OF EACH NEW TEST, I CLANDESTINELY HAD THE *SAME* IMPROVEMENTS MADE TO MY *OWN* BODY!

"THE TECHNOS I USED IN MY SCHEME WERE TOO LOW DOWN IN THE HIERARCHY TO QUESTION OR DISOBEY THE SEAL OF *NUMBER ONE*, WHICH I COULD *PROJECT* FROM MY FOREHEAD!"

WELL, THIS IS ALL VERY *INTERESTING*--AND BY THE WAY, WE HAVEN'T BEEN FORMERLY *INTRODUCED*. I'M *DARKHAWK* AND YOU ARE...?

NIGHT THRASHER. NOVA AND I ARE *NEW WARRIORS!*

WELCOME ABOARD!

S-SO ALL THAT TIME YOU *HELPED* ME... *CARED* FOR ME... YOU WERE *LYING!* IT WAS ALL JUST *BUSINESS*...!

THWAPP!

NOW DON'T GO GETTING *MAUDLIN* ON ME, JEFF. SURE IT WAS *BUSINESS*--

--BUT THAT DOESN'T MEAN I DIDN'T FORM A STRONG *PERSONAL* ATTACHMENT TO YOU!

BUT I COULDN'T REVEAL THE *TRUTH*--NOT EVEN TO YOU, BECAUSE ONCE NUMBER ONE WAS *MURDERED* I HAD NO IDEA HOW THE *REST* OF THE COUNCIL WOULD REACT TO ME!

I HAD TO BIDE MY *TIME* AND WAIT FOR MY *OPPORTUNITY!*

AND WHAT ABOUT *ME*--HOW DO *I* FIT INTO ALL YOUR PLANS?

ZWAPPZ!

AFTER ALL, I MADE *MY* DEALS WITH THE *COUNCIL*. IF *YOU* TWO ARE TAKING OVER...

NO NEED TO WORRY ON *THAT* SCORE, DOCTOR FRANKLIN--YOU'VE *PROVED* YOUR USEFULNESS! YOU'LL FIT IN QUITE *WELL* WITH THE NEW ORDER!

WELL, I FOR ONE AM JUST SO RELIEVED TO HEAR THAT THE BAD GUYS ARE GETTING ALONG SO WELL! YOU, SPIDEY?

SPANNG!

OH, YES-- MISS MANNERS ALWAYS SAYS YOU SHOULD MAKE SURE YOU'RE IN ACCORD BE-FORE YOU TRY TO TAKE OVER THE PLANET!

BUT DON'T YOU THINK IT'S QUITE RUDE FOR THEM TO BE FIRING AT US?

THWAKK!

I THINK IT'S OKAY AS LONG AS WE RETURN THE FAVOR!

THOKK!

POKKA POKKA POKKA

ARRR!

AIEEE!

AND YOU'RE RETURNING IT IN SPADES, PUNISHER!

WHAT'S WITH YOU LONG-UNDERWEAR TYPES? THIS IS NO JOKING MATTER-- IT'S LIFE OR DEATH!

Y'KNOW, THE PUNISHER'S GOT A *POINT* THERE!

ZZKASSH!

AND IF THIS *IS* LIFE OR DEATH, I'D JUST LIKE TO POINT OUT THAT THESE HERO-BOYS TRASHED OUR TROOPS AND HAVE US--

--OUTNUMBERED-- ACCKK!

THWANG!

YEAH, *I* NOTICED THAT, *TOO!* S'NICE, ISN'T IT?

YES--BUT *UNUSUAL!* WITH THE EMPIRE'S RESOURCES, I'M SURPRISED THEY DIDN'T TAKE MORE DEFENSIVE MEASURES!

TRUE--BUT REMEMBER, WE'VE HAD THEM ON THE *RUN!* THEY PROBABLY DIDN'T HAVE *TIME*...

HOLD IT, PUNISHER!

DO YOU *HEAR* SOMETHING...?

ZWEEEEEEEEEEEE

KA-BLANNGG!

SWIKK!

THAT CHAIN--IT WASN'T PART OF THUNDER-BALL'S WRECK-ING BALL...

YOU'VE GOT THAT RIGHT, KID!

BUT I GUESS YOU MISSED OUT LAST TIME WE GAVE YOUR PALS A WHIPPING!

WE'RE THE SEEKERS.*..

CHAIN...

GRASP...

...AND SONIC!

* THE ARMORED MERCENARY BROTHERS WHO LAST FACED OUR CREW BACK IN AS-M#355. --NOSTALGIA-RIDDEN DAN

YEAH--AND SINCE THE EMPIRE UPPED THE ANTE, WE'RE HERE TO DO MORE THAN JUST STALL YOU JERKS!

OH, GOOD--I JUST HATE BEING STALLED!

THWOKK!

ZWWEEEEEE

SO, PUNISHER--YOU *SURVIVED* MY ENERGY LEECH! I'M *IMPRESSED!*

GUESS *THIS* TIME I'D BETTER TAKE CARE OF YOU UP CLOSE AND *PERSONAL!*

TURN HIM *LOOSE*, YOU BIG NOISE!

NOW-- WHILE SPIDER-MAN'S CONCENTRATING ON *SONIC*--

--I'LL HIT HIM WITH MY *CRYO-GENIC* BEAM!

Z-Z-W-W-A-P-P-P!

WHOOPS-- SPIDER-SENSE *WARNING* ME! BETTER *MOVE!*

AAAHHHHH! ARMOR SEIZING UP-- CAN'T *MOVE!*

NAUGHTY, *NAUGHTY*, MIDNIGHT! DIDN'T YOUR MOTHER EVER TELL YOU IT'S NOT *NICE* TO ATTACK A SUPER HERO FROM BEHIND?!

WHANNK!

G-GOTTA TURN UP MY THERMO-INDUCTION *COILS*-- G-GET MY ARMOR THAWED *OUT* BEFORE...

WHAT'S *WRONG*, SONIC? GOT COLD *FEET*? LET'S SEE IF I CAN'T MAKE THINGS A LITTLE *HOTTER* FOR YOU!

H-HE'S GOT A *KNIFE*--! IF HE GOES FOR MY *EYE* SLITS...

BUT, THE PUNISHER REVERSES HIS GRIP ON THE KNIFE AND...

K-CHINK!

UH-OH! I-I GUESS THE SUB-ZERO TEMPERATURE REALLY MADE MY ARMOR PRETTY *BRITTLE*, HUH?

SHINNNKKKLE!

I B-BET THIS SORT OF THING NEVER HAPPENS TO *IRON MAN*--

D'YA *THINK*...

WHAMPP!

CREEP! YOU HURT MY *BROTHER*! NOW YOU'LL *PAY*!

UNGGH!

WHOKK!

BLASTED *SUPER HEROES*! MY KID *DIED* IMITATING ONE OF YOU*--NOW I'LL MAKE YOU *ALL* PAY!

AND IF *I* CAN GET *WELL-PAID* IN THE *PROCESS*-- ALL THE *BETTER*!

SOUNDS LIKE THIS GUY'S GOT A REAL *MAD-ON* FOR US *HERO* TYPES! BUT I WON'T LET HIM DO ANY *MORE* DAMAGE...

*GRASP'S SON, YOUNG TEDDY BANNION, DIED IMITATING HIS IDOL, THE HUMAN TORCH, BACK IN FF# 342.--DAN

WHOA! HE HEARD ME COMING--WHIPPED OUT SOME KIND OF ENERGY NET! CAN'T STOP IN TIME...

C'MON AND GET IT, NOVA!

MY SHOCK NET'LL TAKE THE WIND OUT OF YOUR... WHUFF!

THWAKK!

ZZZZ WWWAAAPP!

ARRRRRRRRGGGGH!

MOMENTUM TOOK ME THROUGH-- KNOCKED OUT GRASP-- BUT NOW I'M TRAPPED!

CURRENT'S TOO POWERFUL--

--CAN'T TAKE IT...

NOVA!

NOVA, THE PUNISHER, GRASP, AND SONIC-- ALL TAKEN OUT OF THE *FIGHT!*

BUT *CHAIN* IS STILL ACTIVE-- AND GIVING *THRASHER* A PRETTY BAD *TIME* OF IT!

GIVE IT *UP*, KID! AN *ORDINARY* TWERP LIKE YOU'S GOT *NO* CHANCE AGAINST MY *ARMOR!*

GGLLK! JUST LET ME GET A LITTLE *LEVERAGE* AND WE'LL *SEE* WHO'S GOT NO CHANCE...

I'VE GOT NOTHING THAT'LL SLOW HIM *DOWN*, BUT... *WAIT*-- IN THE WRECKAGE OF SONIC'S *ARMOR*...!

TOO BAD, *KID!* NO LEVERAGE FOR YOU *TODAY!* KISS IT *GOODBYE!*

AAGHAAK!

LIKE I *SAID*, KID-- THAT'S ALL SHE...

...WROTE?!

AAAAAAGGGHHH!

;GASP!;

ALL *RIGHT!* SONIC'S ENERGY LEECH SEEMS TO BE EVEN *MORE* EFFECTIVE AGAINST CHAIN'S *ARMOR* THAN IT WAS AGAINST THE *PUNISHER!**

*PUNNY WAS BADLY WEAKENED BY IT BACK IN AS-M*355.
--DESULTORY DAN

ONE BY *ONE*, WE'RE PICKING OFF YOUR *ALLIES*, SPIDER-MAN! SOON YOU'LL BE THE *ONLY* ONE LEFT TO FACE US!

YOU SAY THAT AS IF IT'S A *BAD* THING!

ALWAYS WITH THE *WISECRACKS*, EH, SPIDER?!

IF YOU'LL *EXCUSE* ME!

DON'T *WORRY*, MIDNIGHT. *I'LL* KEEP HIM OCCUPIED!

WELL, LET'S SEE HOW *FUNNY* YOU ARE WHEN YOU'RE GETTING YOUR *FACE* SMASHED IN!

THAK!

VERY *GOOD!* YOU PULLED AWAY SO THAT PUNCH BARELY *GRAZED* YOU!

MAYBE I'D BE BETTER OFF CONCENTRATING MY EFFORTS ON AN *EASIER* TARGET--!

FWOOOSH!

YOW!

WASN'T EXPECTING HIM TO TURN *TAIL* ON ME LIKE THAT--CAUGHT ME IN HIS ROCKET *BACKWASH!*

DESPITE THE *ENERGY LEECH*, CHAIN'S *STILL* PUTTING UP A LOT OF *RESISTANCE!* GOTTA KEEP *HAMMERING* AWAY!

VERY *IMPRESSIVE*, MOON KNIGHT--

--I HONESTLY DIDN'T THINK YOU'D STAND A *CHANCE* AGAINST ONE OF THE SEEKERS!

KA-RAKKK!

YOUR *RESOURCEFULNESS* IS A CONSTANT SOURCE OF INSPIRATION TO ME!

WHY, IF IT WASN'T FOR YOUR BATTLES WITH MY *FATHER*-- THE *ORIGINAL* MIDNIGHT...

...OR FOR THE HEARTLESS WAY YOU WROTE ME OFF WHEN THE SECRET EMPIRE TOASTED MY *BODY*...

...OR THE WAY YOU *LIED* TO ME, TELLING ME YOU DIDN'T TRY TO *RESCUE ME* BECAUSE YOU THOUGHT I WAS LONG *DEAD**...

WWWHAAKK!

*MIDNIGHT'S *HIGHLY* SUBJECTIVE POINT OF VIEW.--D.

...WHY, I COULD POSITIVELY *ADMIRE* YOU--EVEN *LIKE* YOU!

BUT AS IT *IS*, I THINK I'LL JUST *KILL* YOU INSTEAD!

thwipp

EH?!

SPIDER-MAN!

AH--*MUSIC* TO MY SHELL-LIKE EARS! SAY THAT LILTING, LYRICAL NAME *AGAIN*, WILL YA?

SURE--ONLY *THIS* TIME LET ME SAY IT UP CLOSE--

--AND *PERSONAL!*

WHOOOLP! GUESS I'D BETTER LET GO OF MY WEBBING BEFORE--

BEFORE SOMETHING LIKE *THIS* HAPPENS, BUG-MAN?!

KWA-RAAM!

YEAH--THAT'S *BASICALLY* WHAT I WAS THINKING--

OOMMPH!

KRUSH!

GOOD *WORK*, LYNN!

KEEP *WATCHING*, MIDNIGHT--IT'LL JUST GET *BETTER!* *HEY!*

RUUUNCH!

:TSK, TSK:--JUST 'CAUSE YOU GOT IN *ONE* LUCKY SHOT--

--DOESN'T MEAN I'LL LET YOU GET IN *ANOTHER!*

ACK!

SWAANK

THWUDD!

GOTTA *ADMIT* IT, SPIDER-MAN-- AGAINST *ONE* CYBORG YOU HOLD YOUR OWN PRETTY *WELL!* BUT AGAINST *TWO* OF US--

YOU'RE JUST IN OVER YOUR *HEAD!*

THONNK!

NICE *TEAMWORK*, MIDNIGHT! THIS'S WORKING OUT EVEN BETTER THAN I *HOPED* IT MIGHT!

THWUKK!

YOU *SAID* IT, LYNN! ONCE WE KILL THIS DWEEB, NO TELLING *HOW* FAR THE TWO OF US WORKING TOGETHER CAN GO!

HMMM!? AND I WONDER IF THAT LEAVES ANYTHING FOR *ELIOT FRANKLIN* TO GAIN OUT OF THIS MESS?

MY *EYES!*

THWP

AND I'VE GOT TO *TELL* YOU, MIDDY--

KLONNK!

I HOPE YOU DON'T MIND IF I TAKE *EXCEPTION* TO YOUR PLANS?!

--CALLING ME A *DWEEB* REALLY HURT! I MEAN *DEEPLY!*

A *DWEEB* OF ALL THINGS! >SIGH<

KA-THAK!

BLASTED WEBBING--CAN'T *SEE!* GOTTA GET IT *OFF* ME...

LYNN--YOUR *FACE...!*

NOT *THAT* OLD SAW, MIDDY! YOU *REALLY* THINK I'M GONNA LOOK *BEHIND* ME?

WELL, OKAY--MAYBE, JUST A *QUICK* PEEK!

:GASP!:

WHAT'S *WRONG* WITH THE TWO OF YOU?! DOES THE SIGHT OF PERFECTION *SHOCK* YOU SO MUCH?!

THERE--I CAN *SEE* AGAIN!

AND THAT MAKES IT ALL THE *EASIER* TO DO THIS!

WHURF!

ZZWAAPP!

L-LYNN--YOUR *FACE*--WHAT DID THEY *DO* TO IT?!

NO MORE THAN THEY DID TO *YOURS*, MIDNIGHT!

Y-YES, BUT MY FACE...MY *BODY* HAD BEEN ALL-BUT-*RUINED* BY AN ENERGY BLAST! WHY WOULD ANYBODY *VOLUNTARILY* LET THIS BE DONE TO THEM?

FOOL! I DIDN'T WANT THE POINTLESS PRIDE--THE *VANITY*--OF HUMANITY'S TRAPPINGS TO *ENCUMBER* ME!

THIS FACE NEVER CHANGES --NEVER *AGES!* IT'S A FITTING FACE FOR A *GOD!*

YOU'RE NO *GOD*, YOU'RE A *MONSTER!*

I'M A SUPERIOR BEING--UNLIKE *YOURSELF!* I *KNEW* YOU WERE A WIMP--*UNWORTHY* OF THE GIFTS THE EMPIRE HAS BESTOWED ON YOU!

YOU'RE *USELESS* TO ME!

REALLY--THEN LET'S SEE HOW WELL YOU DO AGAINST SPIDER-MAN *WITHOUT* MY HELP!

OH, YOU'LL *HELP* ME ALL RIGHT! WILLINGLY...OR *OTHERWISE!*

WH-WHAT HAVE YOU *GOT* THERE?

SURELY YOU RECOGNIZE--

--THE *PAIN-INDUCER* NUMBER SEVEN USED TO DISCIPLINE YOU?

AAARRRGGHH!

I MERELY HAD THE *FREQUENCY* ALTERED SO *HE* COULDN'T USE IT ANY LONGER!* BUT *I* STILL CAN!

*ISSUES #355 & 356.

AHH--TROUBLE IN PARADISE FOR OUR METALLIC ADAM AND EVE!

AND IF THIS *SERPENT* COULD GAIN CONTROL OF MIDNIGHT--NO TELLING *HOW* MUCH POWER HE COULD REAP FOR HIMSELF!

I'LL TAKE THAT DEVICE IF YOU DON'T MIND, LADY!

THUNNK!

THUNDER-BALL, *WHA-?! UNCK!*

IT'LL TAKE MORE THAN AN ARMORED *BUFFOON* TO STOP *ME!*

THAKK!

UHHH--PAIN HAS *STOPPED!* BUT IT'S ONLY A MATTER OF TIME BEFORE *ONE* OF THEM REGAINS CONTROL OF THAT DEVICE--

MY *WRECKING* BALL-- *NO!*

SKRUUNCH!

--AND THEN I'LL JUST BE SOMEONE'S *PAWN* AGAIN! I-I THOUGHT THAT LYNN AND I TOGETHER COULD *RULE* THE SECRET EMPIRE-- MAKE IT MIGHTIER THAN *EVER...*

...BUT I SEE NOW THAT SHE ONLY WANTED TO *USE* ME FOR HER *OWN* ENDS.

WITHOUT HER--IT'S ALL *MEANINGLESS!*

I WON'T BE A *SLAVE* TO THE PAIN ANYMORE--NOR TO *ANYONE* WHO CAN *CONTROL* THAT PAIN!

ZZWWAPPPTT!

UNNH... WHA--?

I'LL *DIE* BEFORE I LET THAT HAPPEN-- AND I'LL TAKE EVERYONE *WITH* ME!

OH, *NO*--MIDNIGHT'S GONE OFF THE DEEP *END!* HE'S SMASHING THE BUILDING'S *SUPPORT* COLUMNS!

STOP! WHAT ARE YOU *DOING,* FOOL?!

I'M TEARING THIS PLACE *DOWN*--AND YOU ALONG *WITH* IT, LYNN!

OVER MY DEAD *BODY!*

THAT WAS MY *PLAN!*

ZZWWAPP

SHRRAAAAKK!

STOP IT, JEFF! STOP IT *NOW,* OR--

YOU DROPPED THE *PAIN-INDUCER,* LYNN! YOU'VE GOT NO *OTHER* WAY TO INFLU-ENCE ME! NOT *NOW!*

YOU WERE THE ONE THEY SHOULD HAVE CALLED *MID-NIGHT,* LYNN--

YOUR HEART'S CERTAINLY *BLACK* AS...

SHRAAKK!

NO WAY TO SHUT DOWN THOSE BEAMS OF HIS--

KKRRUMMBBLE!

UH-OH! LOOKS LIKE IT'S TOO LATE ANYWAY!

MOON KNIGHT, PULL YOURSELF TOGETHER-- WE'VE GOT TO GET EVERYONE OUT OF HERE! THE WHOLE PLACE IS GONNA GO!

I'M WITH YOU, SPIDEY!

INSTANTS LATER...

I'VE GOT TWO OF THE SEEKERS!

AND I'LL CARRY AS MANY OF THE SECRET EMPIRE GUYS AS I CAN!

C'MON, YOU BLEEDING HEART DO-GOODERS! MOVE IT!

I THINK THE PUNISHER MAKES A GOOD POINT! LET'S HAUL!

COULDA SWORN WE FOUGHT MORE MEN THAN THIS!

PROBABLY BOLTED WHEN THINGS STARTED GOING BAD!

BESIDES, THIS IS HARDLY THE TIME FOR A HEAD COUNT!

FOOM!

KA-THOOOM!

SHORTLY, OUTSIDE THE COLLAPSED WAREHOUSE...

WELL, WE GOT OUT IN ONE PIECE--!

BUT WHAT ABOUT THE TWO CYBORGS AND THUNDERBALL?

THE 'BORGS WERE LOCKED IN A DEATH GRIP WITH EACH OTHER LAST I SAW -- WITH TONS OF DEBRIS RAINING DOWN ON THEM!

AS FOR T-BALL... HE MUST HAVE BOUGHT IT, TOO!

PUNISHER, YOU'D BETTER MAKE YOURSELF *SCARCE*!--I'M PICKING UP THE *POLICE* BAND ON MY HELMET *RADIO*--COPS ARE ON THEIR WAY!

THANKS FOR THE *TIP*, THRASHER! YOU'RE *RIGHT*, THE COPS AND I MAY BE LOOKING FOR THE SAME *RESULTS*, BUT WE DON'T SEE EYE-TO-EYE ON *METHODS*!

NICE *WORKING* WITH YOU AGAIN, KID!

LIKE-WISE, BIG GUY!

WELL, WE SURE SETTLED *THEIR* HASH, HUH, SPIDEY?

EASE *OFF*, DARKHAWK.

SORRY ABOUT *MIDNIGHT*, MOONY.

THANKS, SPIDER-MAN. IT'S NOT LIKE WE WERE EVER REALLY THAT *CLOSE*--BUT THERE *WAS* A CONNECTION!

I'M SORRY IT HAD TO END *THIS* WAY.

HOLD ON, HEROES. MAYBE WE'RE BEING A BIT *PREMATURE* HERE.

HOW'S *THAT*, NOVA?

I THOUGHT I HEARD SOME *NOISE* COMING FROM THE DEBRIS!

YEP! *DEFINITE* NOISE.

KRAAK!

SO--YOU *SURVIVED*...

...THUNDERBALL!

YEAH-- I *MADE* IT, SPIDER-MAN!

AND SEEING AS HOW THERE'S JUST *ME* AGAINST *FIVE* OF YOU GUYS--WHAT SAY I JUST *SURRENDER*?

SUITS ME, I'M *BUSHED*.

WHAT ABOUT MIDNIGHT AND LYNN? WERE THEY--?

YEAH, *CRUSHED* UNDER THE RUBBLE. I WAS *LUCKY*! A SUPPORT BEAM LODGED-- FORMED AN ARCH THAT KEPT MOST OF THE RUBBLE *OFF* ME!

BUT THE CYBORGS WERE *TOTALLED*--ONLY GOOD FOR *SCRAP* NOW. THOUGH THEY DID COME IN HANDY IN LIEU OF MY *WRECKING* BALL...

GAVE ME SOMETHING TO BATTER MY WAY OUT OF THE RUINS WITH!

CLUNK!

I-IF ONLY JEFF HADN'T GONE *BAD*...

LOOK AT IT *THIS* WAY-- EVEN THOUGH HE CHOSE THE WRONG SIDE, IT TURNED OUT HIS UNION WITH THE SECRET EMPIRE DID THEM A LOT OF *DAMAGE*!

HE MAY'VE CRIPPLED THEIR ORGANIZATION *PERMANENTLY*... SO ULTIMATELY--IN DEATH--HE HELPED THE *GOOD* GUYS!

NOT A BAD WAY FOR MOON KNIGHT'S *PARTNER* TO GO OUT.

NEXT: *CARDIAC'S* BACK! (AND SO IS *MICHELINIE!*)

MARVEL® COMICS

THE *RETURN* OF THE VILLAIN *YOU* DEMANDED!

The AMAZING SPIDER-MAN

CARDIAC™ ATTACK!

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30TH ANNIVERSARY 1962-1992

THE INCREDIBLE HULK

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

NEW YORK IS A CITY THAT LIVES BY "THE DEAL": THE FURTIVE EXCHANGE OF CASH ON A STREET CORNER... SCRAWLED SIGNATURES IN A SMOKE-FILLED BOARDROOM... SUBTLE SMILES THROUGH THE HEAT OF A THROBBING DISCO.

BUT **SOME** NEGOTIATIONS ARE BEST CONDUCTED **BEYOND** PUBLIC REGARD. LIKE THOSE CURRENTLY TAKING PLACE IN THIS INCONSPICUOUS DOCKSIDE WAREHOUSE. A MOST PRIVATE AFFAIR...

...FOR THE MOMENT!

SMILE, SLIMEBALL! THIS IS ONE "CANDID CAMERA" YOU'LL **NEVER** FORGET!

GLICK

TOY DEATH!

DAVID MICHELINIE... WRITER
CHRIS MARRINAN.... PENCILER
KEITH WILLIAMS.....INKER
RICK PARKER..... LETTERER
BOB SHAREN.....COLORIST
DANNY FINGEROTH..... EDITOR
TOM DEFALCO....EDITOR IN CHIEF

BETTER MOVE AROUND FRONT, GET A SHOT OF **BRUKNER'S** FACE! I PROMISED **BEN URICH** THESE WOULD BE THE BEST PHOTOS YET!

THOSE ARTICLES HE'S WRITING FOR *THE DAILY BUGLE* ARE IMPORTANT! MEANT TO EXPOSE "LEGAL" CRIMINALS WHO SLIP THROUGH CRACKS IN THE JUSTICE SYSTEM!

LIKE **ALBERT BRUCKNER!** HE WAS HEAD OF A SAVINGS & LOAN, TOOK IN **MILLIONS** BEFORE GOING BANKRUPT AND LEAVING FAMILIES WITHOUT THEIR NEST EGGS!

TRICK IS, BRUKNER "INVESTED" THE S&L MONEY IN A COMPANY OWNED BY HIS **BROTHER-IN-LAW!** A "NON-PROFIT" BUSINESS THAT PAYS HIM A **SIX FIGURE** SALARY!

JOHN Q. CITIZEN GETS THE SHAFT, BRUKNER BUYS A CUSTOM FERRARI WITH POCKET CHANGE--

--AND IT'S ALL PERFECTLY **LEGAL**--

"--UNTIL ENOUGH PUBLIC OUTCRY IS RAISED TO **CHANGE** THE LAWS!"

YOU SURE THIS PLACE IS SECURE, RUDY?

DOORS ALL COVERED, MR. BRUKNER! NOTHIN' COULD GET IN HERE BUT AN **INSECT!**

GOOD. AFTER THAT S&L THING, FOLKS MIGHT NOT UNDERSTAND MY NEW "COMPANY CAR," EH?

CLICK

OH, YEAH. BE A CRYIN' SHAME IF IT SOMEHOW LEAKED TO THE **NEWS-PAPERS!**

THEY INSTALL THOSE HIGH OUTPUT FOG LAMPS I ASKED FOR?

TIK

FACTORY INVOICE SAYS SO. LET'S SEE.

YEP! HOTTEST PEEPERS ON THE MARKET! CUT THROUGH AN L.A. SMOG LIKE A CHAINSAW THROUGH--

HEY! LOOK!

LIGHT REFLECTIN' OFF SOMETHIN' IN THE RAFTERS!

LIKE SHINY METAL! OR A--

--LENS?

OOP.

NO SWEAT, Mr. B! I'M A CAUTIOUS MAN!

PLEEP

CHECK THIS OUT!

UH-OH! DON'T LIKE THE SOUND OF THAT!

THWIP

DON'T MUCH LIKE THE LOOK OF IT, EITHER!

AIRBORNE SECURITY DRONES!

PACKING SOME WORLD-CLASS FIREPOWER!

CHDOW

EEEYIKE!

CH-CH-CHOW

CH-K-CHOW

MAYBE I CAN LOSE 'EM!

NOPE! MUST HAVE HEAT SENSORS!

THEN MAYBE I CAN ANGLE MYSELF SO THEY SHOOT EACH OTHER!

CH-CH-CHF.

NUTS! NOT TAKING THE BAIT!

THEN MAYBE--

AW, HECK.

THWIP

MAYBE I SHOULD STOP DEPENDING ON "MAYBE"..

SPATCH

--AND DEPEND ON A LITTLE WEBBING INSTEAD!

KRA-KA-KOW!

Ahhhhh...

GOOD OL' RELIABLE!

AND NOW THAT I'VE GOT WHAT I CAME FOR, I'D BETTER LET "OL' RELIABLE" GET ME *OUTTA* HERE!

AT LEAST AS FAR AS--

"-- THE DAILY BUGLE!"

DAILY B

GREAT STUFF, PARKER! I NEVER APPRECIATED YOUR KNACK FOR GETTING TOUGH SHOTS AS MUCH AS I DO NOW!

THESE ARE JUST WHAT WE NEED TO SHOW THE PUBLIC THE KIND OF CRUD ALBERT BRUKNER IS!

MY PLEASURE, BEN.

PETER, YOU'RE A GOOD MAN.

NOW GO HOME AND GET SOME REST!

WISH I COULD. PLAYING SPIDER-MAN TAKES A LOT OUT OF ME!

BUT TONIGHT I'VE GOT A PREVIOUS ENGAGEMENT. REAL PREVIOUS! LIKE IN...

...1956!

AND, LATER...

50's DANCE

I LIKE IKE

C'MON, PETER! TWIST IT!

I'M DOING THE BEST I CAN, MARY JANE! BUT I NEVER WAS MUCH OF A DANCER!

HEY, FLASH!

HELP!

SORRY, "ELVIS"! YOU'RE ON YOUR OWN!

I GOTTA GO SNAG FELICIA ANOTHER VANILLA COKE!

MAKE IT A DOUBLE, BIG GUY!

FLASH IS SWEET, AND I HONESTLY CARE FOR HIM. BUT AM I *REALLY* READY FOR THIS KIND OF LIFE?

WHEN I WAS THE *BLACK CAT*, RISKING DANGER WITH SPIDER-MAN I FELT SO *ALIVE!* GUESS I SORT OF MISS THE--

--EXCITEMENT?

HEY, THERE, KITTEN! YA LOOK KINDA LONELY! HOW'S ABOUT LETTIN' THE *WHITE STALLION* TAKE CARE O' THAT LITTLE PROBLEM?

LET ME PUT IT THIS WAY, MR. STALLION:

YAAAHHHGH!

KRAK

THAT GUY BOTHERIN' YOU, 'LICIA?

NO. ACTUALLY, I RATHER *ENJOYED* IT...!

`ROUND MIDNIGHT...

HOLD ON, MJ.

THERE'S THE BUGLE'S NIGHTOWL EDITION!

TA-DA! BEN'S LATEST ARTICLE!

GOOD WORK, HON.

THANKS.

IT DOES FEEL GOOD TO KNOW THAT WHAT YOU DO WILL HAVE AN--

"-- IMPACT!"

B-BOOOM!

SUBURBIA, THE PREVIOUSLY PRISTINE MANSION OF--

-- ALBERT BRUKNER!

I-IT'S NOT FAIR! HOW COULD ANYONE GET PAST THE SECURITY SYSTEM?!

ESPECIALLY WHEN I'M IN THE MIDDLE OF COUNTING MY--

"-- MONEY?"

SHPOWW

YOU CAN ESCAPE THE LAW, BRUKNER!

BUT YOU CAN'T ESCAPE JUSTICE!

WH-WH-WHO ARE YOU?!?

CALL ME "JUDGE"!

CALL ME "JURY"!

CALL ME--

THBAMPSH

--CARDIAC!!

B-BUT, YOU CAN'T--!

THAT'S THE ENTIRE POINT OF MY EXISTENCE, BRUKNER:

TH-BAMP

TH-BAMP

TH-BAMP

I CAN!

G-G-GUY'S GONE BALLISTIC!

I GOTTA GET OUTTA--

NICE CAR!

HOW MANY OF YOUR DEPOSITORS--

--LOST THEIRS BECAUSE OF YOU?

TIME FOR TURNABOUT!

THWAMP

FA-WHAM

WHY?! sniff WH-WH-WHY?!

TOO MANY PEOPLE FORGET WHAT *RESPONSIBILITY* MEANS.

KLINK - KLINK

I REMIND THEM...!

MORNING.

PARKER! GET IN HERE!

PROBLEM, JONAH?

YOU MIGHT SAY THAT!

CARDIAC HIT BRUKNER LAST NIGHT.

WHAT? BUT DIDN'T HE--

NAIL THAT MEAT PACKER FROM BEN'S PREVIOUS STORY? YEP! HE MUST BE USING THOSE ARTICLES TO FIND *TARGETS!*

WHAT DO WE DO NOW?

WE INFORM THE POLICE. WE TAKE PRECAUTIONS.

AND WE KEEP PUBLISHING. WE'RE A *NEWSPAPER*, BLAST IT!

PRESSES ROLL, DESPITE MISGIVINGS. AND, AS NIGHT ONCE MORE DRAWS DARKNESS OVER NEW YORK, A PALPABLE TENSION SPREADS TO RYKER'S ISLAND, TO THE DANK CELL OF ONE CLETUS KASADY.

AND... FRIEND?

YES, OF COURSE! YOU'RE SO RIGHT!

THAT'S THE FIRST THING WE'LL DO! AND THEN--

TRUST ME, RAMONE: YOU DON'T WANT TO KNOW!

SURE I DO!

THEN COME CLOSER...

THAT SCREAM! SOUNDED LIKE RAMONE!

LOOK! IN FRONT O' KASADY'S CELL!

GOOD LORD! >Choke!< H-HE'S BEEN PULLED THROUGH THE BARS!

AN' THAT AIN'T ALL!

...AND WE'LL SHOW YOU!

KASADY'S GONE!

SOLITARY CONFINEMENT GETTIN' TO YA, KASADY? WHO YA YAPPIN' TO?

MORE ON THIS VERY BIZARRE TURN OF EVENTS NEXT ISSUE!

BUT, NEXT DAY...

SECOND THOUGHTS ABOUT THESE *TECHTOY* PHOTOS, PETER?

I TOOK THEM BEFORE WE REALIZED WHAT CARDIAC WAS DOING. IF I'D KNOWN...

THEY'VE BEEN TOLD THE SCORE, THAT THE ARTICLE HITS THE STANDS TODAY.

WE'VE DONE ALL WE COULD.

YEAH. BUT THOSE SLEAZEBALLS PUT OUT AN ELECTRONIC DOLL THAT *MAIMED* A KID, GOT OFF ON A TECHNICALITY.

THEN SET UP SHOP UNDER A DIFFERENT NAME--USING THE *SAME* DANGEROUS DESIGN!

MAYBE *YOU* HAVE, BEN. BUT THERE'S MORE *I* CAN DO!

AND YOU'RE NOT *ALONE!*

FOR AT *WIRTHAM TOWER*, ADJACENT TO BLESSING HOSPITAL...

ARE YOU SURE, DR. WIRTHAM?

YES, STEPHANIE. CONVEY MY APOLOGIES TO THE MAYOR. WE'LL HAVE DINNER ANOTHER EVENING, I'M AFRAID--

DAILY

TECHTOY DEADLY DOLLS

--SOMETHING *PRESSING* HAS COME UP!

SOMETHING THAT REQUIRES CARDIAC. ;SIGH< WILL I EVER BE ABLE TO LIVE A NORMAL LIFE?

THEN AGAIN...

... WHY SHOULD I? I'M NOT NORMAL. AND I CHOSE TO BE THIS WAY...

...FOR YOU, JOSH.

BUT ENOUGH OF THE PAST. I HAVE PROMISES TO KEEP.

TODAY.

TONIGHT!

THERE'S THE TECHTOY FACTORY!

NOW TO GET IN WITHOUT TRIPPING ANY ALARMS!

AND...

GOOD! THEY TOOK THE BUGLE'S WARNING! GUARDS EVERYWHERE!

MAYBE CARDIAC'LL BE SMART AND NOT--

"--SHOW UP?

KRABASH

" SUBTLE...!"

LEAVE! WHILE YOU CAN! I'VE NO WISH TO HARM YOU!

UH-OH! GUARDS DON'T *SHARE* THAT SENTIMENT!

SPRINGING A TRAP!

THAT LOADING RIG'S SLIDING STRAIGHT AT CARDIAC! I'VE GOT TO--

EH?

THWAMP

" NEVER MIND..."

THIS IS YOUR LAST WARNING!

GO!

YOU MEN WITH FAMILIES, FALL BACK!

THE REST OF YOU, FOLLOW ME!

YEESH! YOU HAVE BULLET-PROOFING IN YOUR EARS, TOO?

YOU HEARD THE MAN! BACK TO THE READY ROOM!

THE MAN SAID GO!

BLAST! I'VE GOT TO DO SOMETHING!

UH... AFFIRMATIVE ON THAT, WEB-SLINGER!

DON'T DO IT, CARDIAC.

JUST WALK AWAY!

AND LET MORE CHILDREN BE *MANGLED*? WHAT THESE PEOPLE DO SHATTERS LIVES!

THEY *MUST* BE STOPPED!

I BELIEVE YOU!

I *AGREE* WITH YOU!

BUT *LAWS* ARE MADE TO PROTECT US FROM HUMAN ANIMALS!

IF WE IGNORE THOSE LAWS, HOWEVER FLAWED, WE *BECOME* THE ANIMALS!

LIFE JUST ISN'T AS *SIMPLE* AS YOU MAKE IT OUT TO BE!

I DISAGREE. WRONG...

...IS WRONG!

THWAMP

TERRIFIC.

I'LL NEVER MAKE HEAD OF THE DEBATE TEAM *THIS* WAY!

WHOA!

CHANNELED POWER THROUGH HIS PULSE STAFF! CUT MY WEBLINE!

TIME TO GO ON THE--

--OFFENSIVE!

HE'S NOT SUPER-POWERED! THAT MADE ME *UNDER-ESTIMATE* HIM!

THWIP

SHVAK

=ungh= PAINFUL MISTAKE!

ONE I *WON'T* MAKE AGAIN!

CAN'T ASK MY *MEN* TO RISK THEIR NECKS--

-- BUT THIS BUILDING IS STILL *MY* RESPONSIBILITY!

CRANE RAILS ARE WELL-GREASED. SHOULD LET ME SLIP IN QUIETLY--

--FOR A CLEAN *SHOT*.!

YOU'VE BEEN A HERO TO ME, SPIDER-MAN! IT SADDENS ME TO *FIGHT* YOU!

THEN LET'S TALK!

AFTER I CONFISCATE YOUR LONG-RANGE SPIDER-SWATTER!

MY WEAPON OF JUSTICE?

No.

STAFF WENT OFF--UNH!

THRAM

FLUBSH

PRACK

MOLTEN PLASTIC! PROBABLY MEANT FOR INJECTION MOLDING!

CAN BARELY FEEL IT... THROUGH MY COSTUME!

BUT... THE FUMES! CH- CHEMICAL... VAPORS!

DIZZY! C-CAN'T STAND! I--I'M GOING TO...

OUTSTANDING! THEY TOOK *EACH OTHER* OUT!

THAT MEANS I WON'T HAVE TO KILL *EITHER* OF THEM! STILL--

-- I'D BEST USE THIS CHANCE TO GET CLOSER--

--IN CASE THEY COME TO BEFORE--

"-- eh? THE ONE WITH THE SHOULDER PADS! HE'S ON THE AUTOMATED *ASSEMBLY* CONVEYOR!

" THAT'S WHERE SPEECH AND MOTION CIRCUITS ARE INSERTED--

"--THROUGH THE DOLL'S *EAR CAVITIES!*

PLOK

PLOK

" IF SOMEONE DOESN'T STOP THAT CONVEYOR--! OH, LORD!"

I'VE GOT TO-- huh? CRANE STILL MOVING!

FORGOT TO SWITCH IT OFF!

ALMOST ON TOP OF--

--eyoop?! R-RAIL GREASE!

G-GOTTA HANG ON! IF I FALL--

--I'LL BREAK MY BLOODY NECK!

OOOOH. I KNOW ONE THING MARY JANE'S *NOT* GETTING FOR CHRISTMAS!

IF I EVER SEE ANOTHER ONE OF THESE DOLLS--

--Huh? CARDIAC!

HE'LL BE SKEWERED!

HAVE TO GET TO HIM BEFORE--

HEEELLLP!

THAT GUARD! CRANE'S ABOUT TO ROLL OVER HIS *FINGERS!*

BUT I DON'T HAVE TIME TO SAVE HIM *AND* CARDIAC! WHAT'LL I *DO*?!!

SPIDEY HAS MERE SECONDS-- BUT *YOU* HAVE **30 DAYS!** BE HERE NEXT ISSUE FOR THE **RIPPING** CONCLUSION! (AND MORE OF **CLETUS KASADY** AND HIS STRANGE "FRIEND", TOO.)

MARVEL COMICS®

WHAT?! CARDIAC SIDE-BY-SIDE WITH...

the AMAZING SPIDER-MAN

TM

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HOW? WHY?

BAGLEY EMBERLIN '91

THE TEAM-UP YOU NEVER THOUGHT YOU'D SEE!

BITTEN BY A RADIOACTIVE SPIDER, STUDENT **PETER PARKER** GAINED THE PROPORTIONATE STRENGTH AND AGILITY OF AN ARACHNID! ARMED WITH HIS WONDROUS WEB-SHOOTERS, THE RELUCTANT SUPER HERO STRUGGLES WITH SINISTER SUPER-VILLAINS, MAKING ENDS MEET, AND MAINTAINING SOME SEMBLANCE OF A NORMAL LIFE!

Stan Lee PRESENTS: THE AMAZING SPIDER-MAN®

THE ROCK:

A VIGILANTE CALLED **CARDIAC**, ABOUT TO HAVE CIRCUIT RODS THRUST INTO HIS BRAIN!

THE HARD PLACE:

A CHIEF SECURITY OFFICER RESPONSIBLE FOR CARDIAC **BEING** IN THAT POSITION, ABOUT TO BE SENT PLUNGING 40 FEET BY A RUNAWAY CRANE!

THE MAN IN THE MIDDLE: THE **AMAZING SPIDER-MAN!**

SO, WHAT ELSE IS NEW?

NO TIME TO THINK! HAVE TO **ACT!**

TOO FAR AWAY TO REACH THEM BOTH BEFORE IT'S TOO LATE! HAVE TO USE CARDIAC'S PULSE STAFF AS A JAVELIN! AND HOPE IT'S STRONG ENOUGH--

"--TO JAM THAT CRANE'S *WHEELS* AGAINST THE RAILS!"

SPREEEE

THRANK

THIS DOLL FACTORY'S AUTOMATED! AND I DON'T KNOW WHERE THE CONTROLS ARE!

BUT IF I CAN'T SWITCH THE *MACHINERY* OFF--

FSZST

"--MAYBE I CAN FLIP CARDIAC OUT OF THE WAY BEFORE *HE'S* SWITCHED OFF! *PERMANENTLY!*"

FINGERS... S-SLIPPIN' ON RAIL GREASE! C-CAN'T... HOLD ON!

I HATE DAYS LIKE THIS...!

OKAY! TWO POINTS FOR NOT SCREAMING! I'M *IMPRESSED!*

DEATH TOY!

DAVID MICHELINIE
WRITER

CHRIS MARRINAN
PENCILER

KEITH WILLIAMS
INKER

RICK PARKER
LETTERER

BOB SHAREN
COLORIST

DANNY FINGEROTH
EDITOR

TOM DEFALCO, EDITOR IN CHIEF

NOW SIT TIGHT AND CATCH YOUR BREATH, WHILE I GET BACK TO--

--CARDIAC?

THANKS FOR SAVING ME, SPIDER-MAN!

FOR SAVING US BOTH!

BUT I STILL HAVE A MISSION TO COMPLETE!

THRAM

AND STAY ALIVE!

NUTS.

STAY HERE.

WHUMF

DON'T WORRY, PAL!

I'M CALLIN' THE POLICE!

IT'S IRONIC, CARDIAC LEADING ME ON A CHASE--

-- WHEN I'M THE ONE WHO LED HIM HERE!

I TOOK PHOTOGRAPHS TO ILLUSTRATE BEN URICH'S ARTICLES FOR THE DAILY BUGLE--

-- ABOUT "LEGAL" CRIMINALS SLIPPING THROUGH THE JUSTICE SYSTEM!

LIKE TECHTOY-- A COMPANY THAT MANUFACTURES DEADLY DOLLS!

CARDIAC'S USING THE ARTICLES TO FIND TARGETS FOR HIS RIGHTEOUS RAGE! * WHICH, IN A WAY--

*SEE LAST ISSUE FOR DETAILS. --DANNY

-- MAKES ME PARTLY RESPONSIBLE FOR WHAT HE'S DOING!

THERE HE IS!

IN SOME SORT OF LAB! AWFULLY SOPHISTICATED FOR A TOY COMPANY!

AND WHY ISN'T CARDIAC TRASHING IT?

ALL RIGHT, CARDIAC! WHAT'S THE DEAL?

BINGO.

THESE READOUTS SHOW RESULTS OF TESTS--ON *HUMAN* SUBJECTS!

WHAT?! BUT WHY WOULD TOYMAKERS--WAIT! *SIRENS?*

I KNEW I SHOULD'VE WEBBED THAT GUARD UP!

I ALMOST WELCOME THE INTERFERENCE, SPIDER-MAN. THIS WAY--

THE RAK

-- I WON'T HAVE TO *HURT* YOU!

BLAST! CAN'T AIM THROUGH THE DUST! SPIDER-TRACER MISSED!

SPING

BETTER GRAB SOME EVIDENCE, MYSELF--

-- BEFORE THOSE SIRENS TURN INTO BLUE UNIFORMS WITH EMBARRASSING QUESTIONS!

SHORTLY...

AH, THE SUMPTUOUS PARKER ESTATE!

CLEVERLY DISGUISED AS A MODEST SOHO LOFT!

BETTER TIPTOE, DON'T WANT TO WAKE UP--

--MARY JANE? HUH. BED'S STILL MADE. WHERE--

--WHOOP!

SORRY, HON! JUST ME!

I WAS DOWN-STAIRS VISITING LIZ.

SHE'S SO UPSET ABOUT HARRY...!*

*SEE RECENT ISSUES OF SPECTACULAR SPIDER-MAN.-- D.

HELPS KEEP MY MIND OFF-- HEY!

YOU LOOK DOWNRIGHT *SOMBER!* WHAT'S WRONG?

JUST THIS CARDIAC THING. DAMAGE IS BEING DONE, PEOPLE HURT, BECAUSE OF ARTICLES *I'M* CONTRIBUTING TO! ON THE OTHER HAND--

--I *DID* ACCEPT THE ASSIGNMENT! I HAVE A RESPONSIBILITY TO THE *BUGLE*! WHAT AM I GOING TO DO?

WHAT YOU ALWAYS DO, PETER.

WHAT'S *RIGHT.*

A GOAL SOUGHT BY MANY PEOPLE... IN MANY WAYS.

MEET DR. ELIAS WIRTHAM.

THE CHANGES I ENDURED TO BECOME CARDIAC PROTECT ME.

BUT THEY'RE NOT PERFECT.

DAMAGE TO PSEUDOSKIN IS EXTENSIVE.

WILL TAKE MORE THAN A TOUCH-UP THIS TIME.

SHASH

BURNS.

AH, WELL.

REPAIRS WILL TAKE TIME TO SET. I SHOULD USE THE OPPORTUNITY TO EXAMINE THESE DIAGNOSTICS I TOOK FROM TECHTOY.

PRELIMINARY READING INDICATES THEY'RE STUDIES OF THE HUMAN NERVOUS SYSTEM.

UNDERGOING RAPID CHANGE-- DETERIORATION.

INDUCED ARTIFICIALLY!

ASIDE: AT HOME WITH GUNTHER STEIN.

=YAWN= MAN, THIS NIGHT SHIFTS GONNA KILL ME!

GUNNY STEIN?

WHO WANTSTA KNOW?

WRONG ANSWER!

=Hmwmf=

AND AFTER I SLAVED ALL DAY OVER A HOT TELEPHONE BOOK, LOOKING FOR JUST THE RIGHT NAME!

=HGRRGLL!=

YOURS WAS *REALLY* STUPID! THAT'S WHY I CHOSE YOU...

=HRN... G-GHHHK...=

*

...TO BE THE FIRST VICTIM OF ...*CARNAGE!*

K-TOK

END OF ASIDE.

MORNING.

DAILY BUGLE.

J. JONAH JAMESON.

I THOUGHT YOU WERE A *PROFESSIONAL*, PARKER!

YOU CAN'T DROP OUT *NOW!*

YOU ONLY *WORK* WITH ME, JONAH. I HAVE TO *LIVE* WITH ME!

THIS HURTS, PETE.

I KNOW, BEN. I'M... SORRY.

LATER, IN THE PAPER'S "MORGUE"...

BUGLE SHARES A LOT OF MAINFRAMES. MAYBE SOME DIGGING CAN TURN UP WHO'S *BEHIND* TECHTOY!

MY ELECTRONICS BACKGROUND ISN'T EXTENSIVE...

...BUT IT'S ENOUGH TO PEG THAT *GIZMO* I TOOK LAST NIGHT...

...AS A *TRIGGER!* THE KIND USED ON HIGH-TECH *WEAPONS!*

HMM... STANE INTERNATIONAL. WELL, WELL...

STANE INT.

GOSTO

ORZEC

CHIA

ORP

OTR

COMTE

WELL, *WELL!*

SOMETHING NEWSWORTHY, PETER?

W-W-HEY! IF IT ISN'T *JOY MERCADO*, ACE REPORTER!

TICK

JUST SQUEEZING IN A LITTLE HOMEWORK FOR MY UNIVERSITY CLASSES!

ENOUGH "HOMEWORK."

NOW TO GET READY FOR THE *EXAM!*

PETER DOESN'T WORK WITH THESE COMPUTERS AS MUCH AS I DO. PROBABLY DOESN'T REALIZE THE *BUGLE* HAS REDUNDANT *BACK-UP* SYSTEMS!

TIK TIKATIK

ALL YOU NEED IS THE RIGHT *PASS CODE.*

SO, *THIS* IS WHAT YOU'RE UP TO, EH, PETER?

BAC

AGOST

OTI

COMT

BACK UP RETRIEVAL PROGRAM ACTIVATED

STANE INT.

WELL, WELL, *INDEED!*

OSTO

ORZEC

CHIANI

OTRSTOX

EVENING; LINCOLN CENTER...

MORE CHAMPAGNE, COUNCILWOMAN?

AT A HUNDRED DOLLARS A GLASS?

MY TREAT. IT'S FOR *CHARITY,* AFTER ALL.

YOU'RE TOO GENEROUS, ELI. I HAVEN'T FORGOTTEN HOW YOUR *CAMPAIGN CONTRIBUTIONS* ENABLED ME TO GET WHERE I AM TODAY.

DOING WELL IN THE PRIVATE SECTOR, TOO, I HEAR.

ON THE BOARD AT *TECHTOY.* YOU PROBABLY EVEN KNOW THAT COMPANY'S MYSTERIOUS *PARENT* ORGANIZATION.

WELL, YES, BUT REVEALING CORPORATE SECRETS WOULD BE A BREACH OF *ETHICS!*

RE-ELECTION'S COMING UP SOON... ISN'T IT, COUNCILWOMAN?

YOU *ARE* A GENEROUS MAN, ELI.

AND YOU'RE ALSO A RUTHLESS, MANIPULATING *CAD.*

I'M GLAD WE UNDERSTAND EACH OTHER.

MIDNIGHT; THE LONG ISLAND HEADQUARTERS OF STANE INTERNATIONAL.

MAYBE IT'S A GOOD THING I TOOK SO LONG TO DOUBLE CHECK MY INFORMATION.

THE COMPOUND'S DESERTED!

STONNG

OKAY, OKAY!

THWIP

ALMOST DESERTED!

THBASH

WH-WH-WHA--?!

JOE FAULKNER! AS HEAD OF STANE AND TECHTOY--

--YOU ARE RESPONSIBLE FOR THIS NERVE GAS RESEARCH! YOU SICKEN ME!

C-CAN'T REACH SECURITY BUTTON! H-HE MIGHT SEE!

LOOK, I-I DON'T KNOW FROM NERVE GAS! THAT DATA'S ABOUT A MISSILE WE'RE DEVELOPING!

A SONIC MISSILE! P-PERFECTLY LEGAL! TH-THERE'S NOTHIN' YOU CAN DO--!

I CAN STOP YOU.

NOT IF I STOP YOU FIRST!

THWIP

SPIDER-- NO!

THIS MAN IS A MONSTER! HE SANCTIONED A SONIC WEAPON WITH THE EFFECTS OF NERVE GAS!

AND CALLS IT LEGAL!

YEAH, I... I HEARD.

PLUK

MUST WE ALWAYS BATTLE? WE COULD DO SO MUCH GOOD TOGETHER!

PERHAPS I CAN MAKE YOU UNDERSTAND!

LISTEN, WHILE I TELL A TALE...

"...OF TWO BROTHERS, WHO SHARED A LOVE AS DEEP AS THE SOUL. THE YOUNGER ONE IDOLIZED HIS SIBLING--

"--AND WAS SHATTERED WHEN THAT OLDER BOY FELL INTO A COMA, VICTIM OF A RARE DISEASE.

"A RARE, INCURABLE, DISEASE.

"AS A RESULT, THE BOY VOWED TO BECOME A HEALER, THE BEST EVER.

"HE WOULD SAVE LIVES, TO HONOR THE ONE WHO WOULD NEVER LIVE AGAIN.

"AND SO THE BOY BECAME A MAN; THE WORLD OF SCIENCE AND SCALPELS HIS LIFE. HE WAS GOOD, FOR HIS MOTIVATION WAS STRONG.

"DURING THIS PERIOD, HE LEARNED THAT A CHEMICAL COMPANY HAD PRODUCED A NEW *MIRACLE DRUG.*

"ONE THAT WOULD HAVE *CURED* HIS BROTHER'S DISEASE! HE ALTERED FOCUS.

"AND PUT HIS LABOR, KNOWLEDGE AND BUSINESS ACUMEN INTO BUILDING A *POWER STRUCTURE*, WITH WHICH TO HELP NOT ONLY INDIVIDUALS, BUT HUMANKIND AS A WHOLE.

"AS PART OF IT, HE ACQUIRED THE CHEMICAL COMPANY.

"BUT IN STUDYING OLD RECORDS, HE FOUND THEIR MIRACLE DRUG HAD BEEN DEVELOPED YEARS *EARLIER*, IN TIME TO *SAVE* HIS BROTHER...

AND SO THE BOY WHO HAD BECOME A MAN--

--BECAME *MORE* THAN MAN.

"... BUT HAD BEEN KEPT OFF THE MARKET UNTIL THE 'ECONOMIC CLIMATE' WAS MORE FAVORABLE. IN OTHER WORDS--

"--HIS BROTHER HAD *DIED* FOR *GREED!*"

HE BECAME *CARDIAC!*

SOMEONE HAD TO BRING TO ACCOUNT THE IMMORAL MAGGOTS WHOSE CRIMES ARE PROTECTED BY POSITION AND TECHNICALITY.

AND HE KNEW THAT *HE* WAS TO BE THAT HAND OF JUSTICE!

I... I'M SORRY, CARDIAC, REALLY! BUT I STILL CAN'T CONDONE COLD-BLOODED *MURDER!*

SO BE IT. AT LEAST I TRIED--EH? THAT SOUND!

LIKE A HERD OF *ELEPHANTS!*

NOT ELEPHANTS, YOU LONG-WINDED MORONS! *DELIVERANCE!*

STANE INTERNATIONAL IS A MULTI-BILLION DOLLAR COMPANY! AND YOU'LL SOON FIND WE FUNNEL A GOOD PORTION OF THOSE FUNDS INTO--

"--SECURITY!"

HOOBOY!

DO WE FIGHT TOGETHER NOW?

HEY, PAL, WELCOME TO TEAM SPIDEY!

CHADAKOW

CHAKACHAK

GOOD.

THWAMP

FRAKASH

THWIP

THWIP

HALF THE CEILING? WITH ONE SHOT?

I'M SURE GLAD THIS GUY'S ON MY SIDE!

"BUT THOSE JERKS ARE SOMETHING ELSE AGAIN!

"ENERGY GAUNTLETS SLASHING MY WEBLINES!"

LOOKS LIKE I'LL HAVE TO WAIVE MOBILITY AND SLIP IN CLOSE--

BWOK

-- FOR SOME OLD FASHIONED FOOT N' FIST ACTION!

CHUNT

HEY, CARDIAC! HOW'RE YOU DOING WITH --

CARDIAC?

BACHOOM

I SHOULD'VE KNOWN!

IF HE CAN'T GET FAULKNER, HE'LL TEAR THIS BUILDING APART ROOM BY ROOM--

--UNLESS THOSE SECURITY TROOPS CAN--

BLAMSH

YEAH.

RIGHT!

WHOA! THIS PLACE LOOKS LIKE A SET FOR BACK-DRAFT 2!

AND THE "DIRECTOR" IS TAKING NO PRISONERS!

BUT MAYBE HE CAN STILL USE A HAND--

--FROM YOUR FRIENDLY NEIGHBORHOOD SPECIAL EFFECTS MAESTRO!

THWIP

THWIP

SPATCH

FZOT

WAIT! D-DON'T SHOOT! THE BARREL'S--

KAPRAM

--BLOCKED!

GOOD! SPIDER-MAN'S KEEPING THE GUARDS BUSY!

TH-B-B

GIVING ME TIME TO LITERALLY--

BAMPSH

MAKE AN -- EXIT!

THESE GUYS WERE ONLY STUNNED! BETTER WEB THEM UP SO THEY WON'T GET IN THE WAY WHILE-- HUH?

ANOTHER EXPLOSION!

FOR CRIPES' SAKE, CARDIAC! CAN'T I LEAVE YOU ALONE FOR ONE SECOND WITHOUT--

AW, GEEZ!

STORED MISSILES! EVEN IF THEIR SONIC WARHEADS AREN'T ARMED, THE *PROPELLANT*--!

DON'T FIRE!

FAT CHANCE, WALL-CRAWLER! THIS FLEX JOCK KNOCKED ME THROUGH A WALL!

BRAK

AN' I'M GONNA *RETURN* THE FAVOR!

I DON'T THINK SO.

FSHOW

BU-BA-BA-BOWM

THANK HEAVEN HE ONLY TOOK OUT A WALL! MAYBE NEXT TIME YOU'LL LISTEN!

DUMMY!

THWUMP

ALL RIGHT, CARDIAC--!

NO. IT'S NOT ALL RIGHT.

H-HELP!

I'VE LOST.

WAIT! LISTEN!

STOP THEM! THEY'RE DESTROYING EVERYTHING!

I'M AFRAID THAT'S NOT OUR CONCERN, Mr. FAULKNER!

WHA--?

I'M STATE ATTORNEY DAVIS.

AND WE'VE BEEN INFORMED THAT YOU'RE MANUFACTURING *MUNITIONS* IN A POPULATED AREA!

WE'RE SHUTTING YOU DOWN UNTIL A FULL INVESTIGATION CAN BE MADE.

B-BUT, HOW--?

CEASE & DESIST

THANK THE *PRESS* FOR THIS ONE,

PETER'LL *KILL* ME FOR FOLLOWING UP ON HIS RESEARCH! BUT, MAN, WHAT A *SCOOP!*

I'M GONNA KILL JOY! BUT...

...SEE, CARDIAC? SOMETIMES THE SYSTEM DOES WORK! THEIR WEAPON WASN'T ILLEGAL--

--BUT MANUFACTURING IT WAS! NOW DO YOU--

--HUH? Sheesh. WILL I EVER LEARN NOT TO TURN MY BACK ON THAT GUY?

AT LEAST HE LEFT ME A NOTE THIS TIME! HOW CONSIDERATE!

=Sigh=

ONE DOWN... A WORLD TO GO.

I WISH CARDIAC AND I COULD WORK TOGETHER. THERE'S A LOT TO WHAT HE SAYS. BUT AS LONG AS HE STAYS ON THE OTHER SIDE OF THE LAW--

--I MIGHT AS WELL WISH FOR THE MOON!

NEXT ISSUE: THE RETURN OF **CLETUS KASADY**... AND **FRIEND**... AS SPIDEY COMES FACE-TO-FACE WITH THE **SPAWN** OF **VENOM**! (AND, HEY, **MARK BAGLEY** RETURNS, TOO!)

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OVERSTREET'S Price Update

- Completely Revised
- Latest Hot Titles
- Regional Market Reports
- "What's Hot & What's Not" Reports
- Fully Illustrated

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APRIL 30, 1945:

BERLIN, GERMANY:

THE WANING DAYS OF A **WAR** BORN OF FEAR AND HATE...

... AND THE FINAL HOURS OF A **REICH** THAT WAS SUPPOSED TO THRIVE "FOR A THOUSAND YEARS"...

... BUT HAS SURVIVED FOR BARELY **TWELVE.**

HEIL, HITLER! HOW MAY I SERVE YOU, MEIN FÜHRER?

HEIL!

BARON ZEMO, I AM SURROUNDED BY TRAITORS--

-- BUT YOU, AND YOUR FELLOW AGENT, **THE RED SKULL,** HAVE REMAINED FAITHFUL AND LOYAL.

TONIGHT I DIE BY MY OWN HAND--

MY LEADER, **NO!**

YES, MY FRIEND.

THE GERMAN PEOPLE HAVE **FAILED** THEIR FUHRER. ALL I EXPECTED FROM THEM WAS EVERYTHING THEY HAD.

BUT THEY ARE **WEAK,** AND THEY MUST **SUFFER** FOR THEIR WEAKNESS.

SO I LEAVE THEM... AND THEY WILL BE LIKE CHILDREN CRYING IN THE DARKNESS FOR THEIR **FATHER.**

YET BEFORE I GO, I INTEND TO **REWARD** YOUR FAITHFUL SERVICE.

LIKE YOUR FÜHRER, ZEMO, YOU WILL BECOME... A **GOD...**

YESTERDAY:

TOKYO, JAPAN:

HIGH ABOVE THE GINZA...

... AMID THE SHADOWS OF A ROOFTOP GARDEN...

... SHE WAITS...

... LISTENING...

... AND FINALLY FEELS A PRESENCE...

KRAK

... BUT DOES NOT SEE.

HOW DO YOU DO IT, NINJA?

ZAMMM

EVEN WITH INFRA-RED GOGGLES--

--I CAN'T SEE YOU--

--BUT I SENSE YOU'RE THERE!

HA!

YOU'RE GOOD, NINJA. VERY GOOD.

ALMOST AS GOOD AS ME.

<ENOUGH, BARONESS.>

<YOU WISHED TO TEST THE WHITE NINJA IN BATTLE-->

<--AND SO YOU HAVE.>

<DO YOU FIND HIM SUITABLE?>

<VERY.>

<THEN ALL THAT REMAINS IS TO ARRANGE A PRICE FOR HIS SERVICES.>

<IN SUCH MATTERS THE YAKUZA DO NOT BARGAIN.>

<NOR DO I, LORD KENADA.>

<SHALL WE SAY TWO MILLION YEN FOR ONE MONTH'S INDENTURE?>

<AGREED.>

BLAST.

IT'S TIMES LIKE THIS I REALLY REGRET I NEVER LEARNED TO LIP-READ JAPANESE...

TODAY:

FOREST HILLS, NEW YORK.

MMMM-MAMA! CHECK IT OUT!

I SEE IT, HENRY, I SEE IT.

HEY, BABE--

--DIDN'T ANYBODY EVER TELL YOU IT AIN'T *SAFE* TO RIDE THE SUB-WAY AFTER DARK?

GOOD-LOOKIN' SET'A LEGS LIKE YOU, YOU COULD BUY YOURSELF A PIECE'A SOME ***SERIOUS TROUBLE***, KNOW-WHAT-I-MEAN?

OH, GREAT... IF IT ISN'T MELVIN AND THE MOUTH-BREATHERS.

OOOOO--CHICK'S GOT A BAD ATTITUDE.

I'M CRUSHED.

I AM HEART-BROKEN.

LADY, WE JUST WANNA BE YOUR FRIEND.

ALL'A US!

BOYS, I'VE GOT ALL THE FRIENDS I'LL EVER NEED.

NAME ONE.

HIM.

HIM WHO?

=UNGH=

=AAGH=

HIM, ME!

SPIDER-MAN! WAIT! WE DIDN'T-- WE WOULDN'T-- WE--EEOOW!

HEY--

HEY!
DON'T YOU THINK YOU'RE OVER-REACTING A BIT HERE?
YEAH, MAN, CHEEE...
HUH?
YOU TELL 'IM, LADY.
SHUT UP, PUNK. I'LL GIVE YOU THE COUNT OF FIVE TO CLEAR OUT--
--AND I'M STARTING AT THREE...
...FOUR...
OKAY-OKAY WE'RE LEAVING!
SHEESH! Y' TRY TO BE FRIENDLY...
THANKS, MARY JANE.
FOR A MINUTE THERE, WHEN I SAW THOSE CREEPS ABOUT TO MANHANDLE YOU--
--MY OWN WIFE-- HASSLED BY PUNKS BECAUSE I WAS LATE MEETING YOU AT THE SUBWAY--
--I GUESS I GOT CARRIED AWAY.
I NOTICED.
DARLING, I APPRECIATE THE MALE PROTECTIVE IMPULSE AS MUCH AS THE NEXT FEMALE--
-- BUT THERE ARE LIMITS.
AND YOU WENT WAY PAST THEM.

RIGHT NOW I WISH WE WEREN'T SPENDING THE WEEKEND AT YOUR AUNT MAY'S HOUSE, PETER.

HUH? WHY?

BECAUSE I'VE GOT A FEELING WE REALLY NEED TO *TALK* ABOUT THIS, AND WHENEVER WE'RE AROUND YOUR AUNT--

--YOU'RE TOO *UPTIGHT* FOR A SERIOUS CONVERSATION.

CAN YOU BLAME ME, MJ?

AUNT MAY DOESN'T KNOW HER SWEET LITTLE NEPHEW PETER IS *SPIDER-MAN*--

UH-HUH.

"-- AND IF SHE EVER FOUND OUT, IT WOULD *KILL* HER."

I'VE HEARD YOU SAY THAT SO MANY TIMES, I *ALMOST* BELIEVE IT MYSELF, PETER,

BUT YOUR AUNT MAY IS A LOT TOUGHER THAN YOU WANT ME TO THINK.

C'MON, MJ. SHE'S GOT A *HEART CONDITION*. I'VE GOT TO *PROTECT* HER--

THE WAY YOU PROTECTED *ME* TONIGHT?

THINK ABOUT IT, HUBBY O' MINE.

WHO ARE YOU *REALLY* PROTECTING?

AND FROM *WHAT*... ?

MIDNIGHT:

THE OSBORN CHEMICAL COMPANY...

OSBORN CHEMICALS

...UPPER MANHATTAN...

THUNK

BE CAREFUL, BOYS.

THE WHITE NINJA IS SOME KIND OF MUTANT:

HOW HE DOES IT, I DON'T KNOW, BUT HE CAN MAKE HIMSELF *INVISIBLE.*

KEEP HIM PINNED IN A *CROSSFIRE* WHILE I--

SABLE! HE'S--> AKK!

KRAK

CHUNK

THUK

KRUNCH

BAK

BOK

DAMN! I SHOULD'VE SHOT HIM THE MOMENT I--

AHHHHH

"WE CALLED YOU SOON AS THE SECURITY OVERRIDE ACTIVATED CODE RED, MR. OSBORN..."

LOOKS LIKE SOMEONE CRASHED THE VAULT IN *BUILDING ONE.*

DID THEY GET *INSIDE?*

...IS ANYTHING *GONE?*

CAN'T TELL, SIR.

ONCE THE SYSTEM ACTIVATED CODE RED, THE VAULT *RE-SEALED* ITSELF.

WITHOUT YOUR PERSONAL CODE, IT'S LOCKED TIGHTER THAN A *TOMB.*

SO THERE'S A CHANCE THE THIEVES MIGHT HAVE TRAPPED THEMSELVES *INSIDE* THE VAULT?

A SLIM CHANCE, BUT LET'S *HOPE* SO, MISTER..?

KLING, *NSA.*

NATIONAL SECURITY AGENCY. YOU PEOPLE DON'T WASTE ANY TIME.

NOT WHEN IT INVOLVES A PROJECT AS CRITICAL TO U.S. DEFENSE AS *THE CASSIDY CRYSTALS,* MR. OSBORN.

Beep Beep Beep Beep

THERE. THAT UNLOCKS THE VAULT.

SAY A *PRAYER,* MR. KLING...

I'M NOT A BELIEVER, MR. OSBORN.

I AM.

I'LL PRAY FOR *ALL* OF US, MR. KLING.

WHOEVER THE THIEVES WERE, THEY'RE GONE.

AND GOD HELP US, THEY TOOK THE *CASSIDY CRYSTALS* WITH THEM.

JOHN F. KENNEDY INTERNATIONAL AIRPORT.

A SECLUDED HANGAR LEASED TO AN ANONYMOUS CORPORATION...

...WHOSE ONLY OFFICE IS A POSTAL BOX IN BONN, GERMANY.

<I'M IMPRESSED.>

<IF YOU EVADED SECURITY AT OSBORN CHEMICAL AS EASILY AS YOU DO MY GUARDS, THEN YOU MUST HAVE SOMETHING FOR ME.>

<YES.>

<OH, YES.>

<THE CASSIDY CRYSTALS.>

<A TOAST, THEN, MY FRIEND.>

<TO THE FUTURE-- AND THE PAST.>

<EH? CURIOUS ABOUT THAT BOX?>

<IT HOLDS THE PAST -->

<--IT HOLDS THE FUTURE.>

MORNING.

MIDTOWN.

DAILY BUGLE

LOOKING FOR WORK, PARKER? OR NEED I ASK?

THE FREELANCE PHOTOGRAPHER'S LIFE, KATE--IT'S ROUGH.

ALWAYS HUSTLING YOUR NEXT JOB--

--HOPPING FROM PAYCHECK TO PAYCHECK.

LUCKY I'M NOT PRONE TO ANXIETY.

OH, NO, NOT YOU.

EH? WHY IS OUR ESTEEMED PUBLISHER YELLING AT BEN URICH?

URICH, I SEND YOU ON A SIMPLE STORY-- CHECK OUT A ROBBERY AT OSBORN CHEMICAL REPORTED OVER POLICE RADIO LAST NIGHT--

--AND WHAT DO YOU BRING ME?

YOU BRING ME ZILCH.

IT'S A STONE WALL, JONAH!

ACCORDING TO OSBORN, THERE WAS NO ROBBERY--

-- AND MY CONTACTS AT POLICE PLAZA SAY THE SAME.

PARKER! GET OVER HERE!

HARRY OSBORN'S A COLLEGE FRIEND OF YOURS, RIGHT?

FIND OUT WHAT HAPPENED THERE LAST NIGHT-- GET PICTURES-- AND I'LL PAY YOU A BONUS.

BUT WHAT IF HE--

JUST DO IT.

THE FREELANCE LIFE.

I LOVE IT.

OSBORN CHEMICAL.

...WE GO BACK A LONG TIME, PETER.

I *WANT* TO TELL YOU WHAT HAPPENED HERE--

--I *NEED* TO TELL SOMEONE, AND I DON'T WANT TO BURDEN MY WIFE--

--BUT UNLESS I HAVE YOUR *WORD* AS A FRIEND THAT IT'S NOT FOR PUBLICATION--

--I CAN'T TALK TO YOU.

THE FREE-LANCE LIFE.

HECK, WHAT'S A LITTLE *ANXIETY*?

MY WORD, HAR. AS A *FRIEND*.

COME INSIDE.

THIS *VIDEO-TAPE* DOCUMENTS THE *CASSIDY PROJECT*, PETER,

WHO'S CASSIDY?

DR. VICTOR CASSIDY, A GOOD FRIEND OF MY FATHER, AND A *BRILLIANT* CHEMIST.

SIX MONTHS AGO, CASSIDY DEVELOPED A NEW DRUG, IN CRYSTAL FORM--

PROJECT A 1105

--WHICH HE HOPED WOULD REVERSE THE EFFECTS OF *SCHIZOPHRENIA*.

PROJECT A 1105

BUT THE CLINICAL TRIALS WERE A DISASTER.

INSTEAD OF CURING SCHIZOPHRENIA, THE GAS PRODUCED BY THE CASSIDY CRYSTALS INDUCES GREAT FEAR!

CASSIDY *HIMSELF* ACCIDENTALLY INHALED A LUNGFUL OF THE GAS.

KEEP DO

ONE BREATH, AND HE HASN'T SPOKEN A *COHERENT* WORD SINCE.

AFTER THAT, I WANTED TO DESTROY THE CRYSTALS, *ABANDON* THE PROJECT--

WHY *DIDN'T* YOU?

GOVERNMENT PRESSURE.

OSBORN CHEMICAL HAS A NUMBER OF *DEFENSE CONTRACTS*, PETER.

WHEN THE *D.O.D.* FOUND OUT ABOUT THE CASSIDY CRYSTALS, THEY DESIGNATED IT A *NATIONAL SECURITY* PROJECT.

LAST NIGHT, SOMEONE BROKE INTO OUR VAULT AND *STOLE* THE CRYSTALS.

WHAT?

ACCORDING TO THE *N.S.A.*, THE WOMAN IS A FOREIGN NATIONAL NAMED *SILVER SABLE*.

SHE HEADS AN INTERNATIONAL BOUNTY-HUNTING ORGANIZATION UNDER THE DIPLOMATIC PROTECTION OF THE *SYMKARIAN GOVERNMENT*.

THAT'S WHY WE CAN'T GO *PUBLIC*. TO AVOID A *PANIC*.

EVEN THOUGH WE *KNOW* SHE STOLE THE CRYSTALS, PETER--

-- AS LONG AS SHE HAS *DIPLOMATIC IMMUNITY*, THERE'S NOT A THING *ANYONE* CAN DO.

ANYONE? HMMM...

NIGHT.

THE SYMKARIAN EMBASSY.

AREEEEEEEEEEEEE

⇒SIGH⇐

I KNEW THIS WOULDN'T BE EASY.

<HALT!>

<THIS EMBASSY IS SYMKARIAN TERRITORY-- UNHK!>

FWITT

FWITT

SYMKARIAN TERRITORY, HUH?

I GUESS THAT MAKES ME A RUTHLESS AMERICAN ARMY OF *INVASION.*

OR THERE'S ANOTHER WAY YOU COULD LOOK AT THIS:

AREEEE

AREEEEE

SINCE I HEAR YOU FRIENDLY FOLKS OF SYMKARIA ARE HOLDING A BIG *EMBASSY BALL* TONIGHT--

AREEE

--JUST THINK OF ME AS A RUTHLESS AMERICAN *PARTY CRASHER.*

THEN WE WON'T HAVE TO WASTE TIME FRETTING OVER VIOLATIONS OF THE RULES OF *INTERNATIONAL DIPLOMACY.*

AREEE

AREEE

OH, AND SPEAKING OF THOSE *RULES*--

WHERE'S YOUR BOSS, *SILVER SABLE?*

AREE

AREEEE

GETTING THE GUESTS INSIDE?

THANKS.

AREEE

MADEMOISELLE SABLE, QUE S'EST-IL PASSÉ?
ANSWER THE MAN, SILVER.
TELL HIM WHAT'S HAPPENING.
KPOW
TELL HIM YOUR WILD PACK SENTRIES ARE TRYING TO KILL AN OLD ALLY OF YOURS.
KTAK
KTAK
IVAN, CARL--?
THEN TELL HIM WHY.
HEY, IVAN! HEY, CARL! YOU GUYS ARE SO LAME--
--BETCHA CAN'T HIT THE BROAD SIDE OF A SYMKARIAN BARN!
TINK
SPRAK
BRATTATAT
TAT
STOP!

Y'KNOW, SILVER-- I CAN DO THIS *ALL NIGHT.*

OF COURSE, AT THE RATE WE'RE GOING--

BRATT TAKA TAK TAK BBRATT

--YOUR EMBASSY WILL PROBABLY RUN OUT OF VALUABLE *ANTIQUES* BEFORE YOUR BOYS RUN OUT OF BULLETS.

SKTASH

ENOUGH! CEASE FIRE!

WHAT, SO SOON?

WE WERE JUST WARMING UP.

GET DOWN HERE.

YES, MA'AM.

CARL, TELL THE AMBASSADOR TO MAKE MY APOLOGIES TO OUR GUESTS...

...I HAVE *PERSONAL BUSINESS* TO ATTEND TO.

OOOO, SOUNDS SERIOUS.

I EXPECT IT IS.

SAY WHAT'S ON YOUR MIND.

ALL KIDDING ASIDE-- WHY'D YOU DO IT, SILVER? WHY'D YOU GO *RENEGADE?*

WHY'D YOU STEAL THE *CASSIDY CRYSTALS?*

I DIDN'T STEAL THE CRYSTALS, YOU IDIOT!

DON'T *LIE* TO ME, SABLE-- I SAW YOU ON *VIDEO.*

I WAS THERE TO *STOP* THEIR THEFT BY AN *INVISIBLE* FOE. I *FAILED.*

SIT DOWN, SHUT UP, AND LISTEN TO ME.

WHAT DO YOU KNOW ABOUT THE LAST DAYS OF HITLER'S THIRD REICH -- AT THE END OF *WORLD WAR TWO?*

I KNOW HITLER KILLED HIMSELF AND GERMANY LOST THE WAR.

WHAT IS THIS, A *HISTORY* LESSON?

THE EVIL THAT WAS BORN IN THE THIRD REICH DID NOT *DIE* WITH IT, SPIDER-MAN.

FOR YEARS MY *WILD PACK* AND I HUNTED THE KILLERS WHO ESCAPED THE REICH'S DOWNFALL...

...BUT FOR EVERY MURDERER I CAUGHT, THERE WERE RUMORS OF *OTHERS.*

"...OTHERS WHO FOUND A WAY TO ESCAPE *DEATH ITSELF*, AMONG THEM THAT MONSTER IN HUMAN FORM, *ADOLF HITLER*.

"IN EARLY 1945, A BRILLIANT, BUT INSANE REICH SCIENTIST NAMED *ARNIM ZOLA* TOOK A SCAN OF HITLER'S BRAIN, AND CELL SAMPLES TO CLONE HIS BODY.

"MONTHS LATER, ON THE VERY NIGHT WHEN HITLER PLANNED TO COMMIT *SUICIDE*--

"--HE WAS TRACKED TO HIS BUNKER BY THE ORIGINAL *HUMAN TORCH*--

"--AND THERE, *SLAIN* FOR HIS CRIMES.

"BUT IN THE INSTANT BEFORE HE DIED, HITLER *WILLED* HIS CONSCIOUSNESS TO ENTER THE *CLONED BRAIN* IN ARNIM ZOLA'S LAB--

"-- AND ZOLA, IN TURN, LATER TRANSFERRED THE FUHRER'S MIND INTO THE CLONED BODY OF *THE HATE MONGER*--

"-- WHO YEARS LATER MET *DEATH* AT THE HANDS OF *THE FANTASTIC FOUR*.

"*NONE* OF THIS IS PART OF THE HISTORICAL RECORD, AND YET... I BELIEVE IT'S *TRUE*, SPIDER-MAN."

SOUNDS LIKE IT'D BE HARD TO *PROVE*, SABLE.

BUT ALL THAT HAPPENED *45 YEARS AGO*-- WHAT'S IT GOT TO DO WITH *TODAY*?

I THINK HITLER WASN'T THE *ONLY* MAN-MONSTER TO USE ARNIM ZOLA'S PECULIAR PATH TO *IMMORTALITY*, SPIDER-MAN.

ACCORDING TO CERTAIN WHISPERED RUMORS, THERE WAS ALSO... *ZEMO*.

" A SCIENTIST AS INGENIOUS AS ARNIM ZOLA, ZEMO WAS, AFTER *THE RED SKULL*, THE REICH'S GREATEST *SABOTEUR*.

"IT WAS ZEMO WHO KILLED *CAPTAIN AMERICA'S* ORIGINAL SIDEKICK, *BUCKY*.

"YEARS AFTER THE WAR, CAPTAIN AMERICA TRACED ZEMO TO *SOUTH AMERICA*--

ZAMM

"-- WHERE, IN A FINAL, FATEFUL CONFRONTATION, ZEMO TRIED TO *KILL* HIS OLDEST ENEMY--

ZAAKK

"--BUT SUCCEEDED ONLY IN KILLING *HIMSELF.*

"ZEMO WAS DEAD, AND JUSTICE WAS SERVED, OR SO THE WORLD *ASSUMED.*

"EVEN WHEN A NEW *BARON ZEMO* APPEARED ON THE SCENE, YEARS LATER--

"--EVIDENCE MARKED THE NEW BARON AS THE FIRST ZEMO'S *SON.*

"BUT *WAS* ZEMO DEAD, TRULY DEAD?

"SPIDER-MAN, ON THAT FATEFUL NIGHT IN APRIL, 1945-- BEFORE HITLER'S DEATH AT THE HANDS OF *THE HUMAN TORCH*--

"--HE MET IN HIS BERLIN BUNKER WITH SEVERAL MEN--

"-- AND TO ONE OF THEM HE PROMISED:

...YOU WILL BECOME A *GOD*...AND *LIVE AGAIN*, MY FRIEND.

ZOLA WILL SEE TO THAT.

"THIS CONVERSATION WAS *OVER-HEARD* BY A GUARD, WHO REPORTED IT TO MY AGENTS ONLY A FEW MONTHS AGO, ON HIS DEATH BED.

"THE MAN HITLER MADE THAT PROMISE TO WAS *BARON ZEMO.*"

YOU THINK ZOLA SCANNED ZEMO'S BRAIN, LIKE HE DID HITLER'S?

IF THAT'S TRUE-- AND IT SOUNDS *CRAZY*-- WHERE'S ZEMO BEEN *HIDING* HIMSELF SINCE HE "DIED" IN SOUTH AMERICA?

BEFORE I EXPLAIN WHAT I'VE *SURMISED*--

--LET ME TELL YOU ABOUT *ANOTHER* PLAYER IN THE GAME--

-- A WOMAN KNOWN ONLY AS *THE BARONESS.*

"SHE APPEARED ON THE INTERNATIONAL SCENE *SIX MONTHS AGO*--

"-- SHORTLY AFTER THE COMMUNIST COLLAPSE IN EASTERN EUROPE.

"WITH THE FALL OF THE COMMUNIST STATES, MANY TERRORIST GROUPS FOUND THEMSELVES *LOST* WITHOUT FINANCIAL SPONSORSHIP...

"... UNTIL *THE BARONESS* OFFERED HER ASSISTANCE...

"... IN THE FORM OF *MONEY* AND *ARMS*...

"... SUPPLIED FROM HER BASE IN A *BAVARIAN CASTLE.*

"TWO WEEKS AGO, I INTERCEPTED ONE OF HER *ARMS DEALERS.*

"I DEMANDED *INFORMATION.*

WHO'S BEHIND THIS? WHERE DOES THE *BARONESS* GET HER SUPPORT?

"THE MAN WAS DAZED, GROGGY. HE SAID *ONE NAME*...

ZEMO...

"... AND SUDDENLY HE WAS *DEAD.*"

AN AUTOPSY REVEALED DEATH BY *CEREBRAL HEMORRHAGE* --PROBABLY THE RESULT OF A *MIND IMPLANT* OF SOME KIND.

TIE IT UP FOR ME SABLE.

WHAT ARE YOU SAYING?

I TRACKED *THE BARONESS* TO TOKYO, WHERE SHE HIRED A *NINJA* FROM THE *YAKUZA*.

THAT NINJA STOLE THE *CASSIDY CRYSTALS*.

NOW I GET THE PICTURE.

YOU THINK THIS *BARONESS* IS BEING FINANCED BY *ZEMO*-- BACK FROM THE DEAD--AND NOW ZEMO'S GOT THE CRYSTALS.

NASTY.

ISN'T IT?

SO.

HOW WOULD YOU FEEL ABOUT A TRIP TO *BAVARIA*?

AFTER ALL YOU'VE TOLD ME, HAVE I GOT A *CHOICE*?

OF COURSE.

YOU CAN DO NOTHING.

YEAH, *RIGHT*.

I'VE GOT SOMEONE I HAVE TO TALK TO BEFORE WE GO.

WHERE DO WE *MEET*?

THE SYMKARIAN HANGAR AT KENNEDY AIRPORT IN TWO HOURS.

WE WON'T WAIT FOR YOU, SPIDER-MAN.

DON'T WORRY-- I WON'T BE *LATE*.

FOREST HILLS.

MY, MY--THIS IS LIKE OLD TIMES, ISN'T IT, PETER DEAR?

YOU BET, AUNT MAY.

SUNDAY BREAKFAST--EGGS AND BACON AND--

--AND WHOA!

GUESS I USED TOO MUCH HOT SAUCE IN THE OMELET.

PETER, I MAY NOT HAVE YOUR SPIDER-SENSE TO WARN ME OF DANGER--OR HOT STOVES--

-- BUT I CAN TELL WHEN YOU'VE GOT SOMETHING ON YOUR MIND.

SIT DOWN AND TALK TO ME.

I'VE GOT TO GO TO BAVARIA, M.J.

BAVARIA? IN GERMANY?

WHAT'S UP? IS THIS A PHOTO ASSIGNMENT FOR JONAH?

UH, NOT EXACTLY.

ONE BRIEF EXPLANATION LATER...

SOUNDS LIKE YOU BETTER MEET THAT PLANE.

WELL, YEAH...

SO WHAT'S STOPPING YOU?

AFTER WHAT HAPPENED THE OTHER NIGHT WITH THOSE MUGGERS--

--YOU'RE WORRIED THAT IF YOU'RE NOT AROUND TO SAVE ME, I'LL GET HURT BEING ALL BY MYSELF IN THIS BIG, BAD CITY.

HONEY, YOU'RE SWEET.

A MALE CHAUVINIST, BUT SWEET.

PETER, DEAR-- DON'T LET THE WATER BOIL OVER IN THE--

OH.

TWEEEEEEEEEEEEE

OH, MY.

I DIDN'T MEAN TO INTERRUPT!

I SUPPOSE WE BETTER SERVE BREAKFAST BEFORE MARY JANE'S MUFFINS GET COLD.

OH, I DIDN'T MEAN--

OH DEAR.

BAVARIA.

THE BLACK FOREST.

IN CENTURIES LONG PAST, THE NATIVES OF THESE FORESTED HILLS WERE A FEARED AND FEARSOME HORDE.

NICE PLACE, IF YOU LIKE COLD AND DRAFTY.

WHOSE IS IT?

--RUTHLESS TRIBESMEN WHO RAVAGED THE LANDS OF CENTRAL EUROPE, AND THEN RETREATED TO THE SHELTERING **DARKNESS** OF THE ETERNAL TREES.

FOR A TIME IN **THIS** CENTURY, THOSE DARK SPIRITS OF THE BLACK FOREST ROSE ANEW--

--ONLY TO BE **VANQUISHED** FOR WHAT MANY PRAYED WOULD BE THE LAST TIME.

THE OWNER OF RECORD IS A MULTINATIONAL SHIPPING COMPANY INCORPORATED IN THE VIRGIN ISLANDS.

BUT ACCORDING TO **MY** SOURCES--THE **REAL** OWNER IS THE WOMAN MOST WESTERN TERRORIST GROUPS CALL **THE BARONESS.**

SHE'S TURNED THE CASTLE INTO A FORTRESS--

--COMPLETE WITH A STATE-OF-THE-ART SECURITY SYSTEM SENSITIVE ENOUGH TO TRACK A HOUSEFLY.

ONLY WAY IN'S VIA THE ROAD OR THE CABLE CAR. CABLE CAR'S OUR BEST BET.

SO HOW DO WE GET PAST THE SECURITY SYSTEM?

BY DISRUPTING THEIR ELECTRONICS WITH OUR OWN MICROWAVE TRANSMISSIONS.

WILD PACK LEADER, GIVE SPIDER-MAN AND ME TWO MINUTES TO GET INTO POSITION.

TWO MINUTES AND COUNTING.

ANY LAST INSTRUCTIONS?

DON'T FAIL.

ONE MINUTE, FIFTY-EIGHT SECONDS LATER.

HERE COMES THE CABLE CAR, ON SCHEDULE.

DO IT SPIDER-MAN.

THWIP

SIMULTANEOUSLY:

KLNK

<ELECTRONICS ARE DOWN. INCREASE VISUAL SURVEILLANCE.>

<I'LL NOTIFY THE BARONESS.

TELL ME AGAIN WHY WE HAVE TO DROP OFF *BEFORE* WE PASS OVER THE ELECTRIFIED FENCE, SABLE.

BECAUSE ANY CLOSER TO THE CASTLE, WE'D BE *SPOTTED* BY SENTRIES.

OH.

AND HERE I THOUGHT YOU JUST WANTED TO SNEAK IN THE *HARD* WAY.

UH-OH. TALK ABOUT *SENTRIES...*

SHOULDN'T THESE ROTTWEILERS BE *GROWLING?*

THE BARONESS HAD THEIR VOCAL CORDS SURGICALLY REMOVED. SHE THINKS THEIR *SILENCE* MAKES THEM MORE *FRIGHTENING.*

SHE'S RIGHT. FUN GIRL, THE BARONESS.

TIME TO *SPLIT UP?*

TIME TO SPLIT UP. SEE YOU *INSIDE.*

YOU TAKE THE HIGH ROAD, I'LL TAKE THE LOW.

AND REMEMBER, KEEP ALERT FOR THE WHITE NINJA.

YEAH, RIGHT. A GUY I CAN'T SEE--

I'LL BE SURE TO WATCH FOR HIM.

EH?

SPIDER-SENSE TINGLING!

THE NINJA'S--

--RIGHT--

SWISSH

SWISSH

--THERE!

SWISSH

THIS IS JUST TOO WEIRD!

MY SPIDER-SENSE IS GOING HAYWIRE!

I DON'T KNOW WHICH WAY TO TURN...

SWISSH

THAT BREEZE--

--HE'S BEHIND ME!

SWISH

SWISH

KRAK

UNNH!

KRAK

=OWW!=

OKAY, ALREADY!
THWIP
THWIP
THWIP
THWIP
I DON'T CARE WHERE YOU ARE--
--BEHIND ME--
--BESIDE ME--
--OR RIGHT STRAIGHT IN FRONT OF ME--
THWIP
ONE OF THESE WEBLINES HAS GOT TO CONNECT--

--AND WHEN IT DOES--
HA!
FWIT FWIT

GOT'CHA, NUNCHAKA!

NOW IF YOU WANT TO FIGHT, YOU'LL HAVE TO GET WITHIN ARM'S LENGTH, AND THEN I'LL--
SPUFF
HEY!

WHAT DID YOU--

...

oh
my
god

IN EVERY HUMAN HEART THERE IS A **SECRET** FEAR.

PERHAPS A FEAR OF **DEATH**, OF **LIFE**, OR OF **LOVE**...

THERE ARE AS MANY HUMAN FEARS AS THERE ARE HUMAN HEARTS.

PETER! HELP ME!

MARY JANE-- OH NO--

PETER PARKER'S SECRET FEAR IS THAT HE WILL FAIL HIS LOVED ONES IN THEIR HOUR OF GREATEST NEED.

PETERRRRRR

NO!

OH, PLEASE, NO!

COME BACK!

COME BACK.

"EXCELLENT, NINJA."

I SAW *EVERYTHING* ON OUR BACKUP SECURITY MONITORS--

YOURSELF *EXCEPTED*, OF COURSE.

THE GAS PRODUCED BY THE *CASSIDY CRYSTALS* IS INDEED A *POTENT* WEAPON.

LET'S OBSERVE ITS EFFECT ON *SEVERAL* SUBJECTS AT ONCE, SHALL WE?

WILD PACK LEADER!

THAT'S THE GAS SILVER SABLE WARNED US ABOUT--

DON'T WORRY, OUR GAS MASKS SHOULD PROTECT US FROM--EH?

MASKS--NO GOOD--GAS SEEPING THROUGH--

TRAPS!

BOOBYTRAPS EVERYWHERE!

IT WAS A SETUP!

THEY KNEW WE WERE COMING--

WE'RE ALL GONNA DIEEEEEEEEE--

< GAS CLEARING. >

< TARGET AREA SAFE FOR RECON. >

< WILD PACK SOLDIERS DISABLED AND READY FOR IMPRISONMENT. >

< THE FOOLS TOOK OUT THEMSELVES. >

SIMULTANEOUSLY.

INSIDE.

WHAT A STENCH.

NOT SURPRISING.

ACCORDING TO THE ARCHITECTURAL PLANS MY AGENTS STOLE--

--THIS CATACOMB HAS BEEN DOUBLING AS A DRAINAGE DUCT FOR THE LAST HUNDRED YEARS.

NOW WHERE...?

AH.

THIS GRATE IS SUPPOSED TO OPEN INTO AN ABANDONED CORRIDOR ON THE LOWER LEVEL.

FROM HERE I CAN SNEAK INTO--

EH? THE MAIN HALL? THIS ISN'T RIGHT!

THE PLANS MUST HAVE BEEN FAKED!

I'VE BEEN--

SET UP? IS THAT WHAT YOU'RE THINKING, MY DEAR?

HOW CLEVER OF YOU TO FATHOM SOMETHING SO OBVIOUS.

MEANWHILE.

OUTSIDE.

MARY JANE... MARY JANE...

I COULDN'T SAVE HER.

NOW SHE'S GONE.

I FAILED HER.

JUST LIKE UNCLE BEN...

YOU FAIL EVERYONE, PETER. YOU'RE SUCH A DISAPPOINTMENT!

A-AUNT MAY? UNCLE BEN? I'M SORRY...

SORRY DOESN'T CUT IT, PARKER!

YOU LET YOUR OLD FRIEND BETTY'S HUSBAND NED DIE--

--YOU STOOD BY WHILE YOUR BEST FRIEND HARRY'S FATHER WAS KILLED--

--AND WHEN I NEEDED YOU, PETER, WHERE WERE YOU?

YOUR WEAKNESS KILLED MARY JANE JUST LIKE IT KILLED ME!

GWEN!

I'M SORRY--!

I SWEAR I TRIED TO SAVE YOU--

--I TRY TO SAVE EVERYONE.

Yep.

THAT'S YOUR PROBLEM WIMP.

Huh?

YOU TRY SO HARD TO SAVE EVERYONE, YOU END UP DES-TROYING THEM!

WHAT DO YOU KNOW?

YOU'RE JUST ME WHEN I WAS WEARING MY ALIEN COSTUME...

YEAH, I'M YOU.

I'M THE YOU WHO ISN'T A PATHETIC WIMP-- AND A COWARD.

COWARD?

I'M NO COWARD!

WHAT ELSE DO YOU CALL A GUY WHO LETS HIS FRIENDS AND LOVERS DIE WHILE HE WHINES ABOUT BEING A FAILURE?

COWARD!

WHAM

=UNNH=

YOU'RE WORSE THAN A COWARD!
YOU'RE A FRAUD!
YOU PRETEND YOU'RE A SUPER HERO!
IT'S NOT PRETENSE! I AM!
YOU DON'T KNOW THE MEANING OF THE WORD!
YOU'RE JUST A LOSER!
NO!
ADMIT IT! YOU'VE ALWAYS BEEN A LOSER! EVERYONE WHO DEPENDS ON YOU ENDS UP GETTING HURT!
NO! NO! IT ISN'T TRUE!
YOU'VE LOST TOUCH WITH REALITY!
YOU WOULDN'T KNOW THE TRUTH IF YOU HAD IT TATTOOED!
WHY ARE YOU DOING THIS?
WHY DO YOU KEEP VANISHING? WHY CAN'T I GET YOU IN FOCUS?
WHY DON'T YOU JUST GIVE IT UP?
I'VE BEATEN YOU!

YOU'RE A NUTCASE!

--YOU'RE FIGHTING YOURSELF!

IT ISN'T *ME* YOU'RE FIGHTING--

WUNNF!

YOU JUST KEEP THINKING THAT!

COWARD!

MAYBE THERE *ARE* THINGS I'M AFRAID OF!

BUT *YOU'RE* NOT ONE OF--

UNNNHH!

THAT *SINKS* IT!

NO ONE MAKES A PUNCHING BAG OUT OF *SPIDER-MAN!*

LEAST OF ALL SOME-- *HEY!*

WHAT'S *HAPPENING?*

RAW ANGER! THE ONE THING THAT CAN OVERCOME THE FEAR EFFECT!

A *WHITE NINJA!*

THAT *PUNCH*-- SO HARD--IT *DISRUPTED* MY INVISIBILITY EFFECT!

YOU'RE THE ONE SABLE MENTIONED!

LET'S SEE HOW YOU DO *WITHOUT* YOUR SPECIAL EFFECTS!

YOU'LL *DIE* SEEING!

MEANWHILE...

ARE THE MISSILES READY?

YES, BARONESS. WE AWAIT YOUR COMMAND.

IT IS RUDE TO KEEP OUR PRISONER IN THE DARK!

BEING A GOOD HOSTESS, I SHALL EXPLAIN MY PLAN!

SINCE THE KNOWLEDGE WILL DIE WITH HER!

BUT FIRST, I TRUST YOU ARE COMFORTABLE, MY DEAR! I PRIDE MYSELF ON MY HOSPITALITY!

YES, YOUR TYPE WOULD!

ACTUALLY, I'D PREFER A HOLIDAY INN!

BUT NOW, LET'S CONSIDER MY LOVELY MISSILES!

"EACH ONE WILL REACH A DIFFERENT WORLD CAPITOL!

"AND WHEN THEY LAND--

"THE CASSIDY CRYSTALS WHICH THEY CONTAIN--

"--WILL FILL THE PEOPLE WITH FEAR!"

"BUT FORTUNATELY, FOR MANKIND, I SHALL STEP IN TO SAVE THE DAY!"

"AND THE MASSES, HELPLESS AND TERROR-STRICKEN...

"WILL WELCOME ME WITH OPEN ARMS!"

THE CASSIDY CRYSTALS MAKE ME MISTRESS OF *FEAR*!

AND THROUGH *FEAR* I SHALL RULE THE WORLD!

WHO *ARE* YOU? WHAT ARE YOU?

HAVEN'T YOU GUESSED?

WHEN ZOLA OFFERED ME A NEW BODY, I DEMANDED A CERTAIN ONE--

THE BODY OF A *WOMAN*!

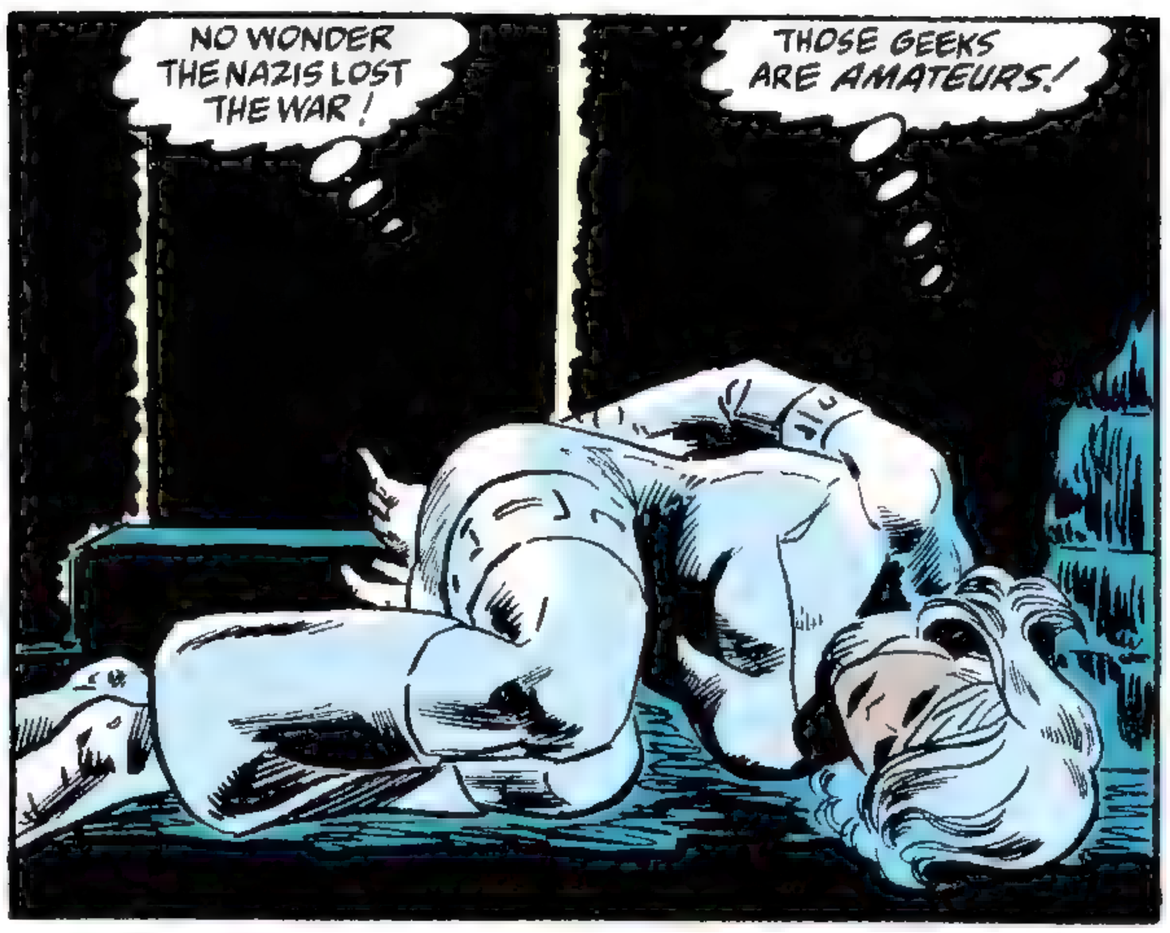
WHO WOULD EVER SUSPECT THAT A LOVELY, EXOTIC FEMALE--

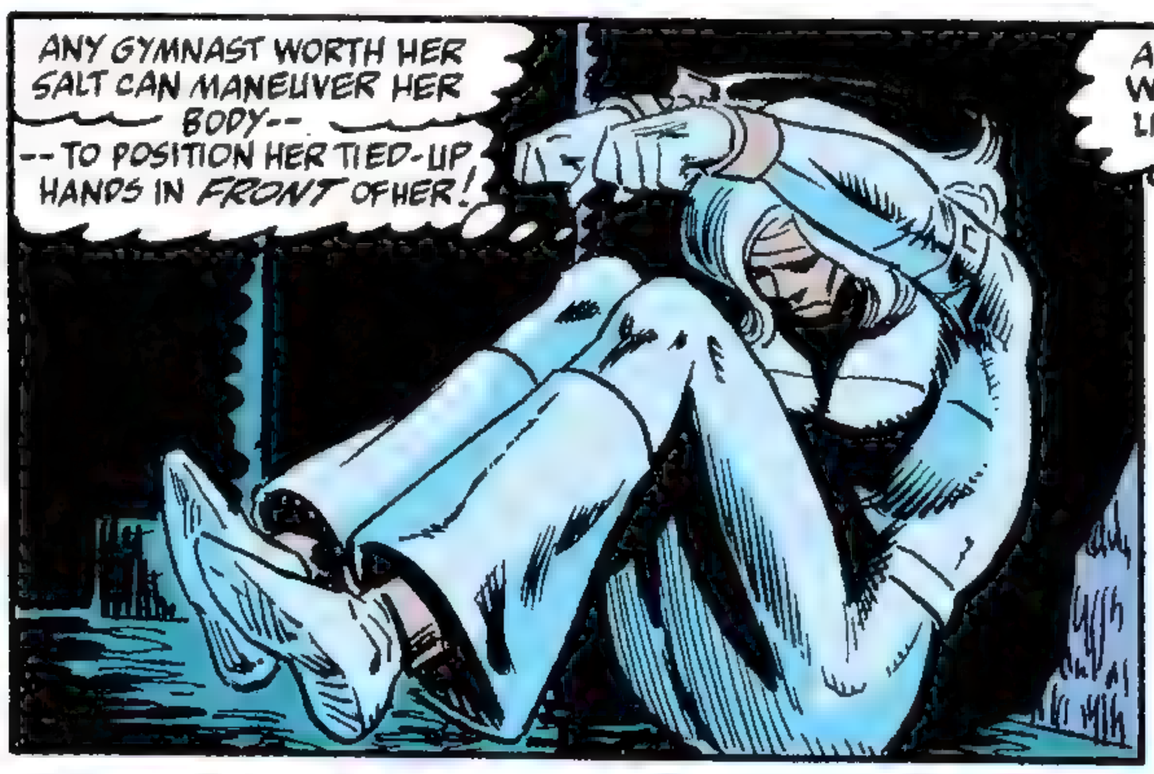
--HAD ONCE BEEN *BARON ZEMO*, THE MOST DIABOLICAL NAZI OF ALL!

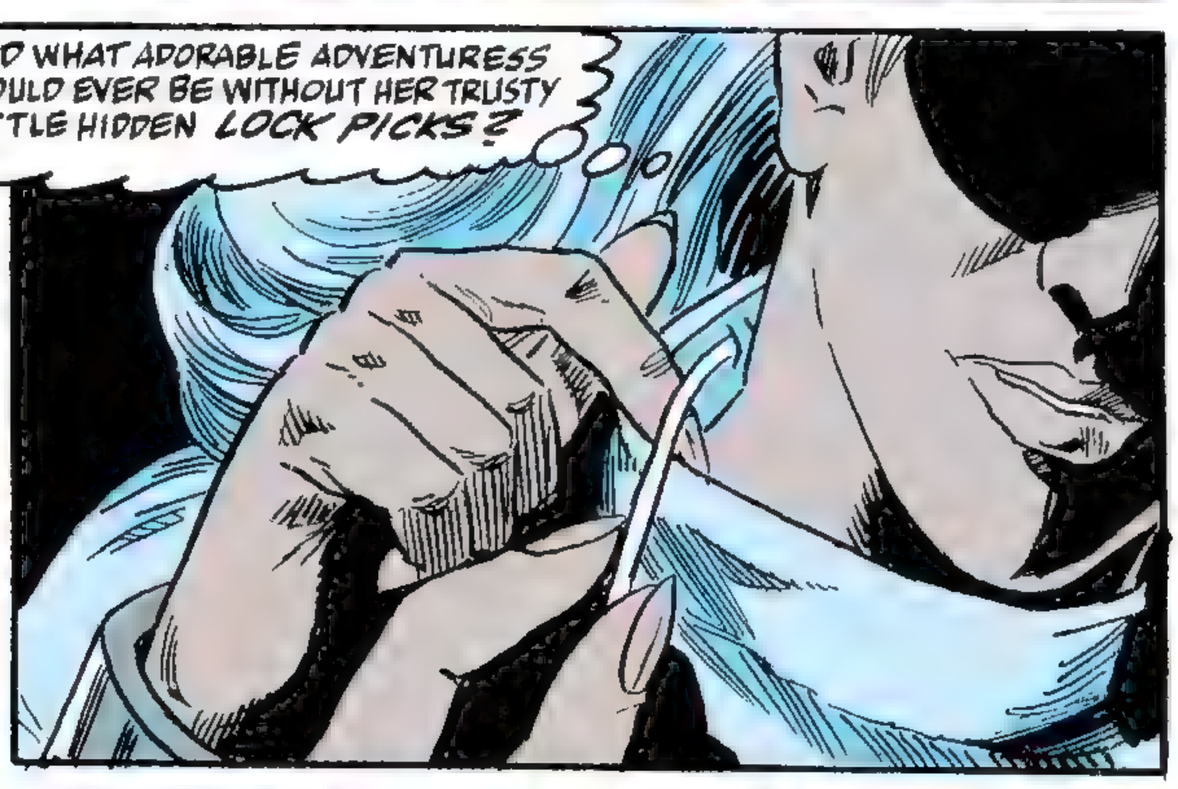
AND YOU SHALL CARRY THAT SECRET TO YOUR GRAVE!

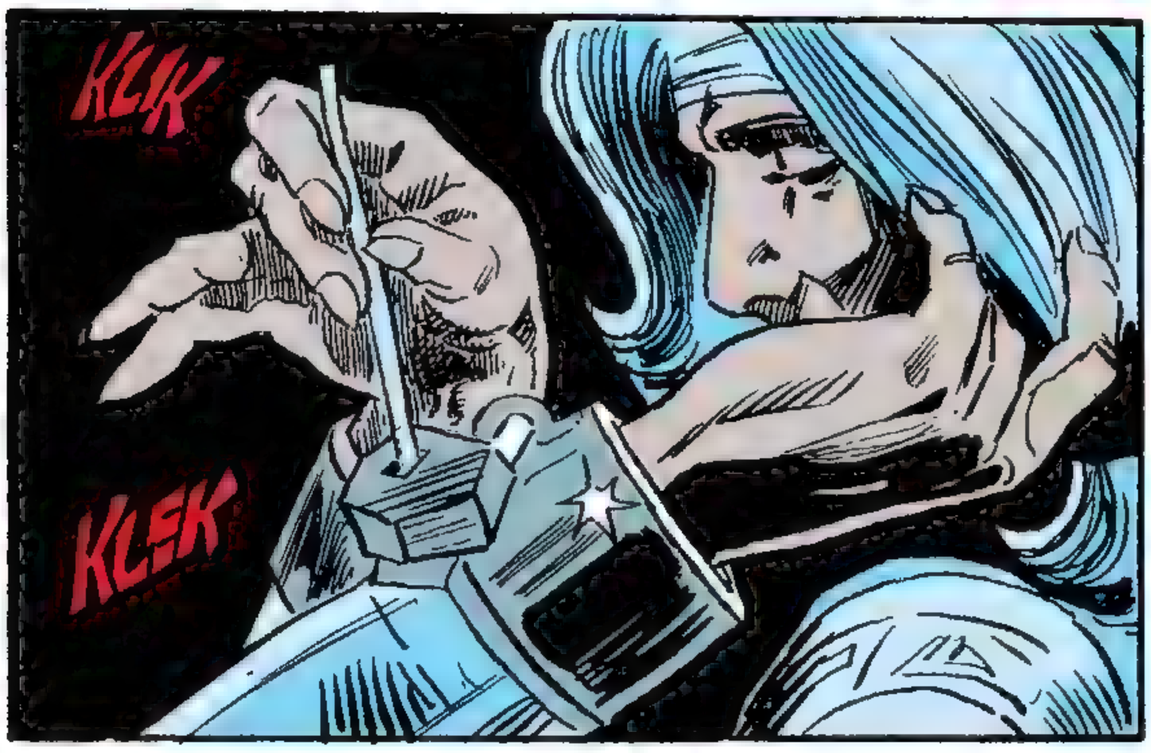
TAKE HER AWAY!

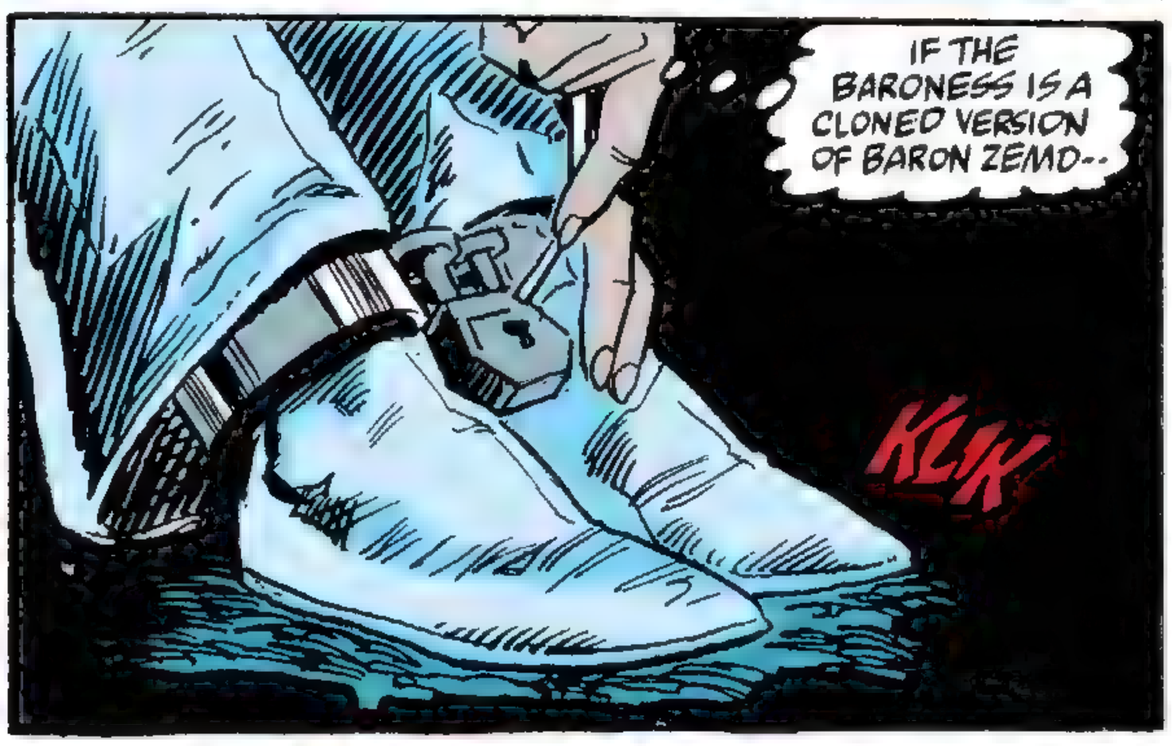
WE'LL BE BACK-- WHEN IT IS YOUR TIME TO DIE!
DON'T HURRY ON MY ACCOUNT!

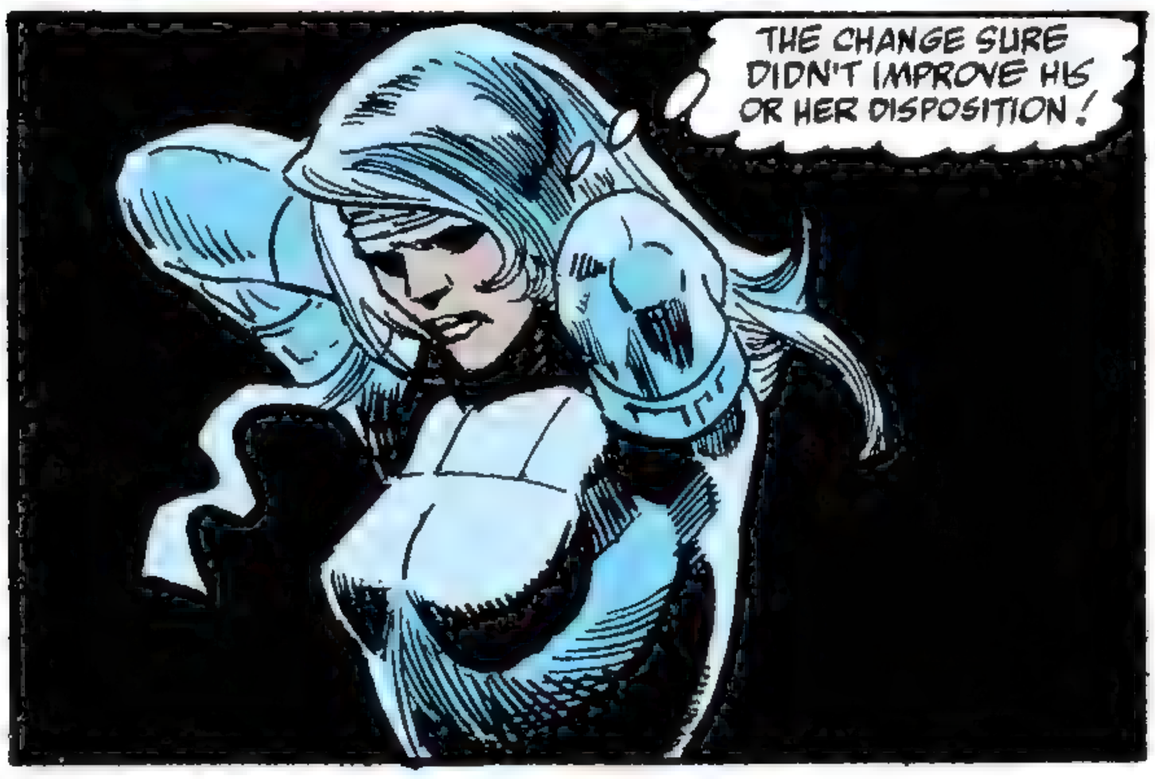

NO WONDER THE NAZIS LOST THE WAR!
THOSE GEEKS ARE AMATEURS!

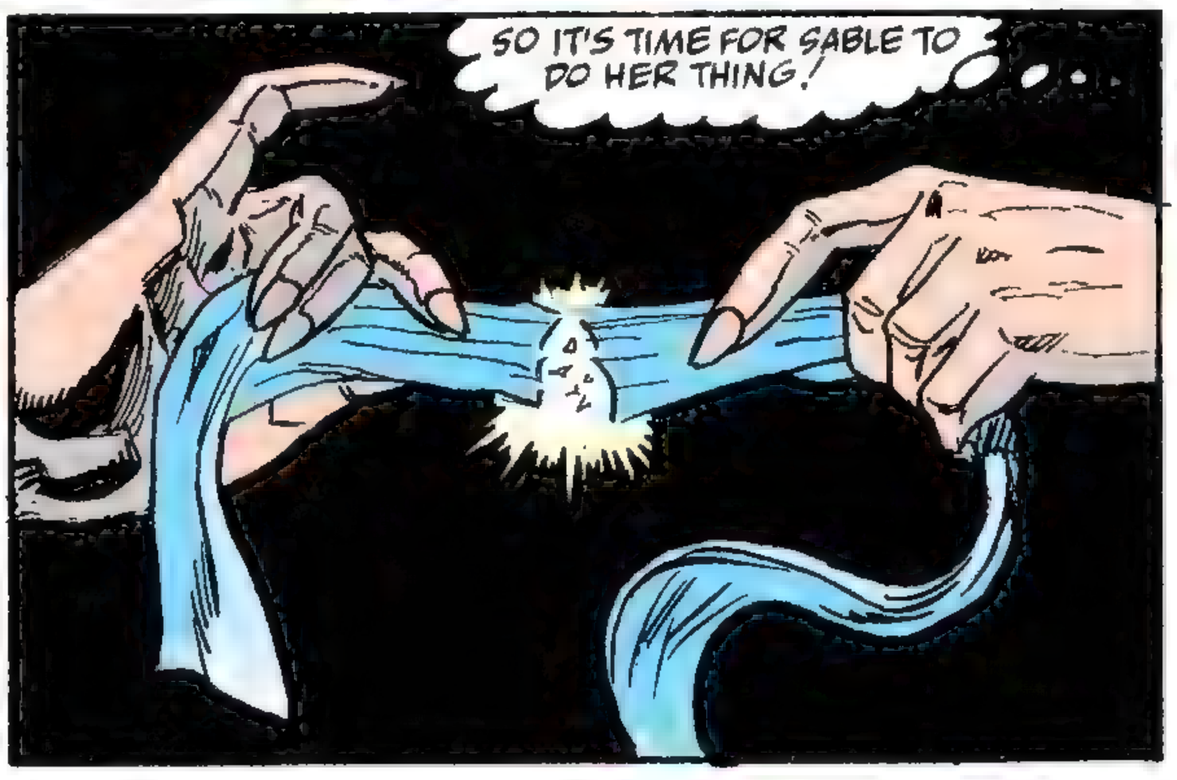

ANY GYMNAST WORTH HER SALT CAN MANEUVER HER BODY-- --TO POSITION HER TIED-UP HANDS IN FRONT OF HER!


AND WHAT ADORABLE ADVENTURESS WOULD EVER BE WITHOUT HER TRUSTY LITTLE HIDDEN LOCK PICKS?


KLIK
KLEK


IF THE BARONESS IS A CLONED VERSION OF BARON ZEMO--
KLIK


THE CHANGE SURE DIDN'T IMPROVE HIS OR HER DISPOSITION!


SO IT'S TIME FOR SABLE TO DO HER THING!

THIS COST ME A WHOPPER OF A DENTAL BILL!

BUT IT WAS WORTH IT!

A GIRL NEVER KNOWS WHEN A FALSE TOOTH WILL COME IN HANDY--

--SPECIALLY IF IT CONTAINS A MINIATURE LASER!

NOW ALL I'VE GOTTA DO--

IS STUFF MY HEADBAND INTO THE DOOR HINGE--

-- AND, BECAUSE THE BAND IS WOVEN OF EXPLOSIVE FABRIC--

SBOOOM!

THIS IS MY TICKET *OUT* OF HERE!

LOOK! THE DOOR WAS BLOWN OPEN!

NO SWEAT! SHE MUST STILL BE INSIDE!

I AM INSIDE!

BUT NOT FOR LONG!

WHILE IN THE BLACK FOREST...

NOW THAT I CAN SEE YOU--

IT'S A WHOLE NEW BALL GAME!

THAT IS WHY YOU ARE DOOMED!

TO YOU, THIS IS A GAME!

TO ME, IT IS LIFE OR DEATH!

YOUR DEATH!

YOU SURE TALK A GREAT FIGHT, CHARLIE!

BUT HE'S NOT JUST WHISTLIN' DIXIE!

EVEN WITH MY SPIDER POWER, WE'RE EVENLY MATCHED!

YOU ARE NIMBLE, I GRANT YOU THAT!

BUT IT TAKES MORE THAN THE POWER OF AN *INSECT* TO DEFEAT A NINJA MASTER!

AS A WISE MAN ONCE SAID--

THERE'S A TIME TO FIGHT--

--AND A TIME FOR FLIGHT!

AND THIS IS A TIME FOR *FLIGHT!*

IF NOT FOR MY SPIDER-SENSE--

I'D BE *HISTORY* BY NOW!

BUT I CAN'T KEEP DODGING FOREVER!

STILL, IF I CAN'T KEEP HIM CHASING ME--

HEY! I KNOW JUST WHAT TO DO!

C'MON, GODZILLA! SEE IF YOU CAN *FIND* ME IN HERE!

STILL THINK IT'S JUST A GAME, DO YOU?

WELL, *THIS* WILL BE YOUR FINAL INNING!

OOPS! I FORGOT TO TELL YOU-- THE BUSHES WERE HIDING THE EDGE OF A *CLIFF!*

IF I CAN GRAB THAT CABLE!

GOT IT!

COOL IT, WHITEY! YOU'RE ON *MY* TURF NOW!

HANG IN THERE AND I'LL GET YOU DOWN SAFELY!

A NINJA IS *ANY* MAN'S MATCH ON THE HIGH WIRE!

PREPARE TO DIE!

DON'T LIKE THE LOOK OF THAT SPRAY CANISTER!

STOP! DON'T LEAP! YOU'RE *SHAKING* THE CABLE!

YOU-- MADE *ME*-- INHALE THE FUMES!

YOU ARROGANT, WITLESS *FOOL!*

HA

HE'S DISORIENTED! BECAUSE OF THE VAPORS!

TOO LATE! BUT THERE'S STILL MY WEBBING!

THWIPP

AW, NO! HE TWISTED AWAY--- TO AVOID IT!

HE'S CRAZED! IT WAS HIS ONE CHANCE!

YOU'RE FALLING! REACH OUT! GRAB THE CABLE!

ALL I SNARED IS HIS AEROSOL WEAPON--

THE THING THAT KILLED HIM!

AIIE

NO MATTER HOW MANY TIMES I'VE BEEN EXPOSED TO VIOLENT DEATH--

--IT'S ALWAYS A TERRIBLE THING!

AIIEEE

INSIDE THE CASTLE...

I'VE GOT TO FIND SPIDER-MAN! BUT WHERE CAN I LOOK?

HOW ABOUT HERE?

DO YOU ALWAYS TALK TO YOURSELF, LADY?

YOU STARTLED ME!

IT'S ONE OF MY LESSER TALENTS!

WHAT DO WE DO NOW?

WE MOVE! WE'VE A ROCKET LAUNCH TO STOP!

WHY IS IT NEVER ANYTHING EASY?

LISTEN! VOICES BEHIND THAT DOOR-- AND THE SOUND OF HEAVY MACHINERY!

WE'VE GOT TO SMASH THE DOOR DOWN SOMEHOW AND BREAK IN!

UH-UH! I'VE A BETTER IDEA!

LIKE WHAT?

JUST LIFT THE LATCH AND WALK IN! IT WASN'T LOCKED!

NOW WHY DIDN'T I THINK OF THAT?

LOOK! INTRUDERS! IT'S THE GIRL!

AND THE ONE THE NINJA WARNED ABOUT-- SPIDER-MAN!

GET THEM!

THE BARONESS COMMANDS!

DEATH TO THE INTRUDERS!

WE HEAR AND OBEY!

WELL, SPIDEY, IT'S BEEN NICE KNOWING YOU!

LIKEWISE, I'M SURE!

DON'T TAKE ANY FOOLISH RISKS!

WHAT OTHER KIND ARE THERE?

I HATE LANDING ON A COLD, SLIPPERY FLOOR!

NICE OF YOU GUYS TO CUSHION MY FALL!

BRRRT

SLOW YOUR FIRE! HE MOVES TOO FAST! WE'RE SHOOTING EACH OTHER!

YOU SURE KNOW HOW TO FLATTER A GIRL!

HEY, SABLE-- YOU'RE NOT DOING TOO BAD!

HOPE YOU GUYS ARE TAKING NOTES!

I'D HATE TO THINK I'M *WASTING* ALL THESE GREAT MOVES!

I LOST SIGHT OF SABLE!

HOPE SHE'S NOT IN TROUBLE!

YOU'RE PATHETIC! YOU'RE NO MATCH FOR *ME!*

YOU'LL NEVER STOP ME FROM LAUNCHING MY ROCKETS!

AND YOU'VE CEASED TO AMUSE ME!

SO THIS IS THE END!

I HAVE A *WORLD* TO CONQUER!

AND THIS *FEAR SPRAY* WILL ENSURE *YOU* WON'T STOP ME!

WRONG!

NOOO!

NO! NOT MY FACE!

IN A PAROXYSM OF MOUNTING TERROR, THE BARONESS TEARS OFF HER MASK, AND...

THAT IMAGE IN THE MIRROR-- IT CAN'T BE ME! IT CAN'T!

IT'S CHANGING! GROWING MORE AND MORE DISTORTED!

I'M TURNING INTO--A MONSTER!

MORE AND MORE INHUMAN!

NO! I WON'T LET IT HAPPEN! I WON'T *LIVE* THAT WAY!

I KNOW WHAT TO *DO!*

I KNOW HOW TO *STOP* IT!

I'LL KILL IT!

KRAASH

WHAT HAPPENED?

THE FEAR SPRAY DROVE HER *MAD!* SHE *KILLED* HERSELF--- WITH THE MIRROR!

WELL, SHE'S A MIGHTY LIVELY CORPSE!

SHE'S *GONE!*

BUT SHE SHOULDN'T BE HARD TO FOLLOW!

WE'RE IN LUCK! THERE SHE IS!

MAYBE NOT SO LUCKY! LOOK WHAT SHE'S DOING!

ALL I NEED DO IS TOUCH THE LAUNCH BUTTON!

THEN NOTHING CAN STOP ME!

ACTIVATE

LAUNCH

SELF DESTRUCT

WITH BLOOD IN HER EYES, SHE COULDN'T SEE!

SHE HIT THE WRONG BUTTON!

THE SELF-DESTRUCT BUTTON!

THE CASTLE'S SET TO BLOW!

GET OUTTA HERE, SABLE!

YOU GO AHEAD! I CAN'T LEAVE YET!

I'VE GOTTA FREE MY MEN!

THEN MOVE IT! WE'LL DO IT TOGETHER!

THAT'S IT, SABLE! THAT'S ALL OF US!

THEN GO! DON'T STOP FOR ANYTHING!

FASTER! THE CASTLE'LL BLOW ANY SECOND!

OH, NO! WE'RE IN THE HIGHEST TURRET! THERE'S NO WAY DOWN!

THERE'S ONE WAY! LET ME AT THAT WINDOW!

THWIPP

AREN'T YOU COMING?

NOT YET!

NO MATTER WHAT SHE'S DONE -- I CAN'T LEAVE THE BARONESS BEHIND!

YOU'RE MAD! SHE'D KILL YOU WITHOUT A THOUGHT!

DOESN'T MATTER!

IT WAS NICE KNOWING YOU!

WH- WHO'S THERE?

THIS WAY! QUICK! YOU CANSTILL MAKE IT!

YOU FOOL! THE WORLD IS MINE!

IT'S HOPELESS!

CONDITI RED

END PHAS MODE

TERMINATION 00:05 SECONDS

SHE'S LOST HER MIND!

YOU CAN'T STEAL IT AWAY FROM ME!

LEAPING OUT OF HARM'S WAY, SPIDEY GLIMPSES THE LAUNCH PAD CONTROLS! THEN...

TWENTY-FOUR HOURS LATER...

...ALL IS QUIET IN A BEDROOM IN THE HOME OF MAY PARKER...

UNTIL...

OH, NO YOU DON'T!

HONEY, IT'S ME!

I'M HOME!

PETEY!

COME AWAY FROM THE CEILING, TIGER!

I LIKE YOU BETTER DOWN HERE!

HEY, THAT'S SOME RIGHT HOOK YOU'VE GOT, PRETTY GIRL!

GUESS I DON'T HAVE TO WORRY ABOUT YOU BEING ALONE, AFTER ALL!

NEGATIVE, MISTER! WHEN I THINK YOU'VE STOPPED WORRYING ABOUT ME--

--THAT'S WHEN YOU'LL HAVE TO WORRY!

SURE, WE COULD KEEP OUR STORY GOING, BUT EVEN A SUPER HERO DESERVES SOME PRIVACY! SO JUST LIKE THE PLAYFUL PARKERS, LET'S CALL IT A NIGHT!

'NUFF SAID?

The **Cassidy Crystals** were developed to benefit mankind. But something went wrong. Terribly wrong. Instead of curing irrational fears, the crystals induce them ... with deadly results!

Now, the crystals have fallen into the clutches of a mysterious madwoman, the **Baroness**, who has dark secrets that go back to the beginning of the Marvel Universe!

The Baroness is determined to let loose the Crystals' deadly vapors on the unsuspecting world at large in order to take it over!

And the only thing standing in her way is the amazing **Spider-Man** and Marvel's latest adventuring sensation, **Silver Sable**. But will even their combined might be enough against the Baroness and her lethal forces — especially the deadly invisible warrior, the White Ninja?!

Join Spider-Man as he learns that the one true thing to fear is ... Fear Itself!

NEW TALENT DEPARTMENT

OFFICIAL MARVEL COMICS TRY-OUT

CONTEST WINNERS VISIT MARVEL

You remember THE OFFICIAL MARVEL COMICS TRY-OUT BOOK, right? It brought together in one handy, large-size volume everything that an aspiring comic book writer, penciler, inker, letterer, or colorist needed to know to become a professional. Well, the popularity of our TRY-OUT BOOK was so strong that shortly after it came out we announced the OFFICIAL MARVEL COMICS TRY-OUT CONTEST in which the winners of all the different categories would be teamed together to produce a special full-length story! Those winners were Writer: **Chuck Duffy**, Penciler: **Mark Bagley**, Inker: **Doug Hazelwood**, Letterer: **Robin Riggs**, and Colorist: **P. Jeanine Pasda**. And their story is a special Spider-Man adventure called "Personals."

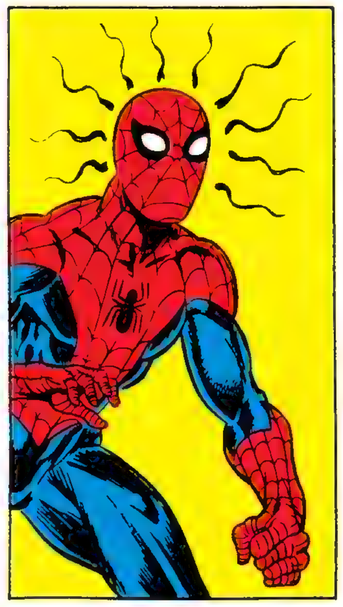
As part of their winnings, Marvel recently brought Mark and Doug up to New York City on an all expenses paid visit to meet the editors and other creative people, and to learn more about how comics are produced. As Submissions Editor, and editor of the TRY-OUT CONTEST comic, **Howard Mackie** explained, "We are trying to make this project as much a learning experience as possible for these people."

And how has it been for Mark and Doug? They eagerly took the time to tell us a little about themselves and their visit.

"I've been drawing since elementary school," Doug said. "And I always thought I would be a comic book artist. When I was active in fandom, I saw more and more of the guys who were my peers becoming pros. So I thought that if I kept at it, one of those people would eventually be me. I entered the contest and soon forgot about it. I was really surprised when I discovered I had won."

Mark, who had been drawing since he was eight years old, said, "I've been seriously trying to break into comics ever since I got out of art school in 1980. I entered the contest not really expecting to win. When I did, I was happy because I saw it as a great opportunity.

"So far we've talked with the editors and showed them our samples," Mark added. "Today we had lunch with John Romita Sr. which was really fun. John showed us around the Romita's Raiders department and we did some art corrections work which was really interesting."



"I've been getting pointers here and there," Doug said. "Often I can be too faithful to the penciler's pencils, especially when he has a strong style. Sometimes I outline the figures and don't think of how things could look more three-dimensional."

As for heroes they would eventually like to illustrate, Doug was quick to say, "The Hulk. I always liked the older versions of the Hulk and I'd like to ink him with that in mind."

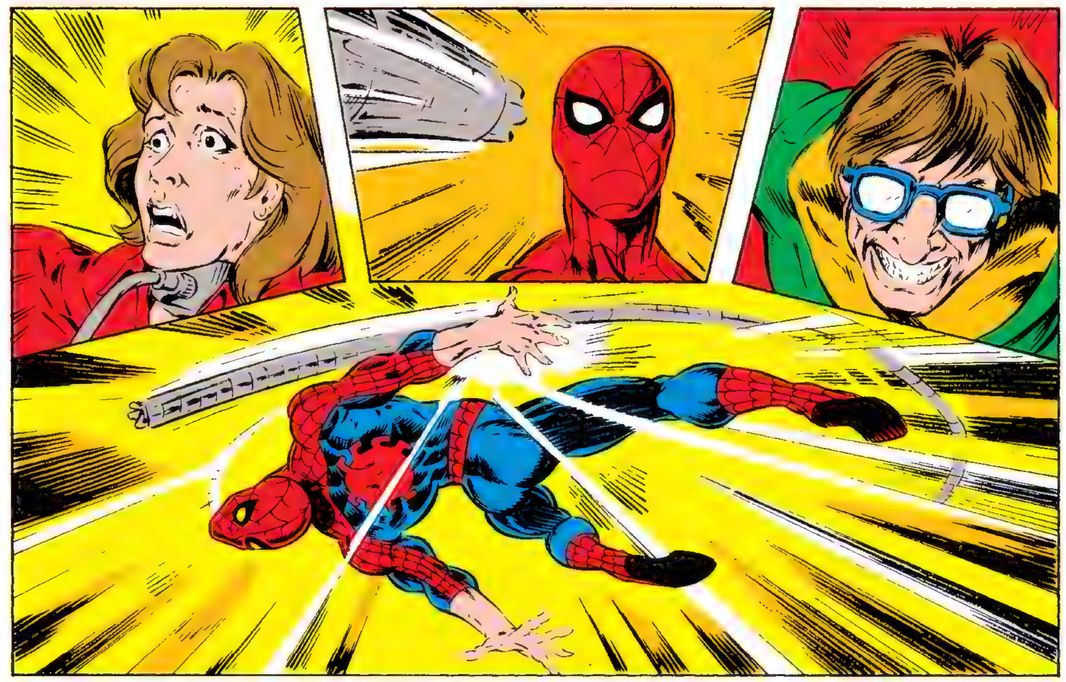
"I'm actually ready to do anything, preferably something that would give me a chance to do different body-types," Mark said.

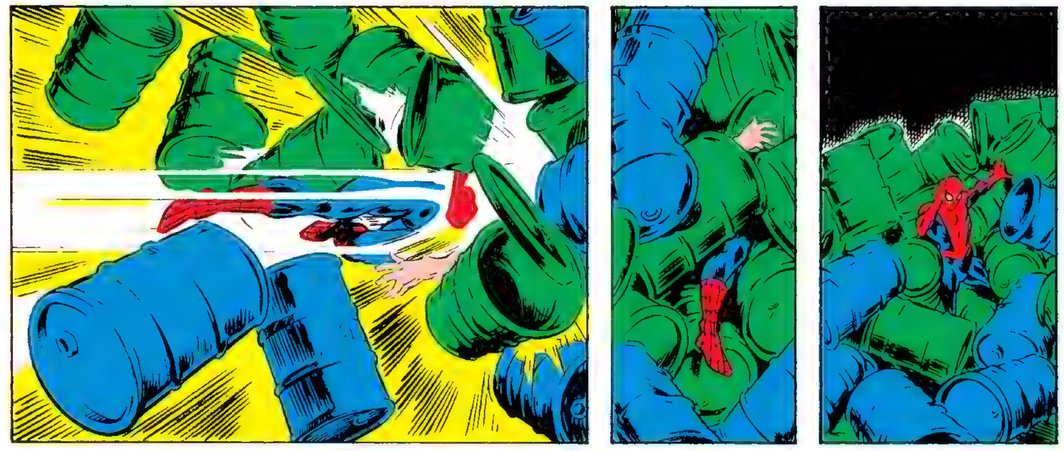
On their overall impression of Marvel, were there any surprises? "Visiting Marvel was basically what I expected it to be," Mark said. "We'd both seen the recent television things on Marvel." "Yeah," Doug added. "If it hadn't been for them, I would have had a different conception of Marvel."

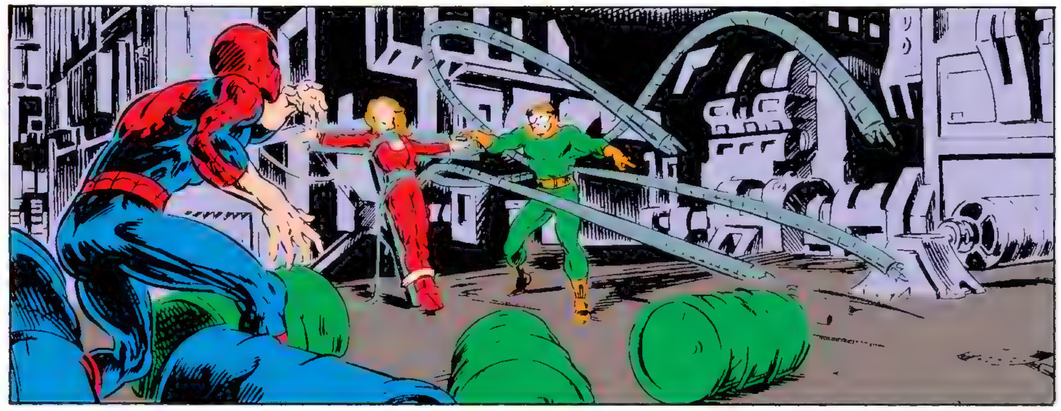
Howard Mackie stated that he's made sure that each of them had time to talk to every editor. "I wanted them to get as much feedback as possible," he said. "Editor Larry Hama, for instance, is also an artist and he can accurately gauge how far away someone is from getting real work. Larry spent a couple of hours with Mark and Doug and was impressed with both of them. Now maybe one of the editors will remember Mark or Doug when he needs a penciler or an inker to illustrate a story and give them a call."

From the look of the art on these pages, taken from the "Personals" story, that call shouldn't be long in coming!

—Dwight Jon Zimmerman







ARTIST MARK BAGLEY BROKE INTO COMICS BY WINNING *THE OFFICIAL MARVEL COMICS TRY-OUT BOOK COMPETITION*, AS DETAILED IN THIS 1987 ARTICLE FROM *MARVEL AGE #50*.

The Greatest Comics Never Seen

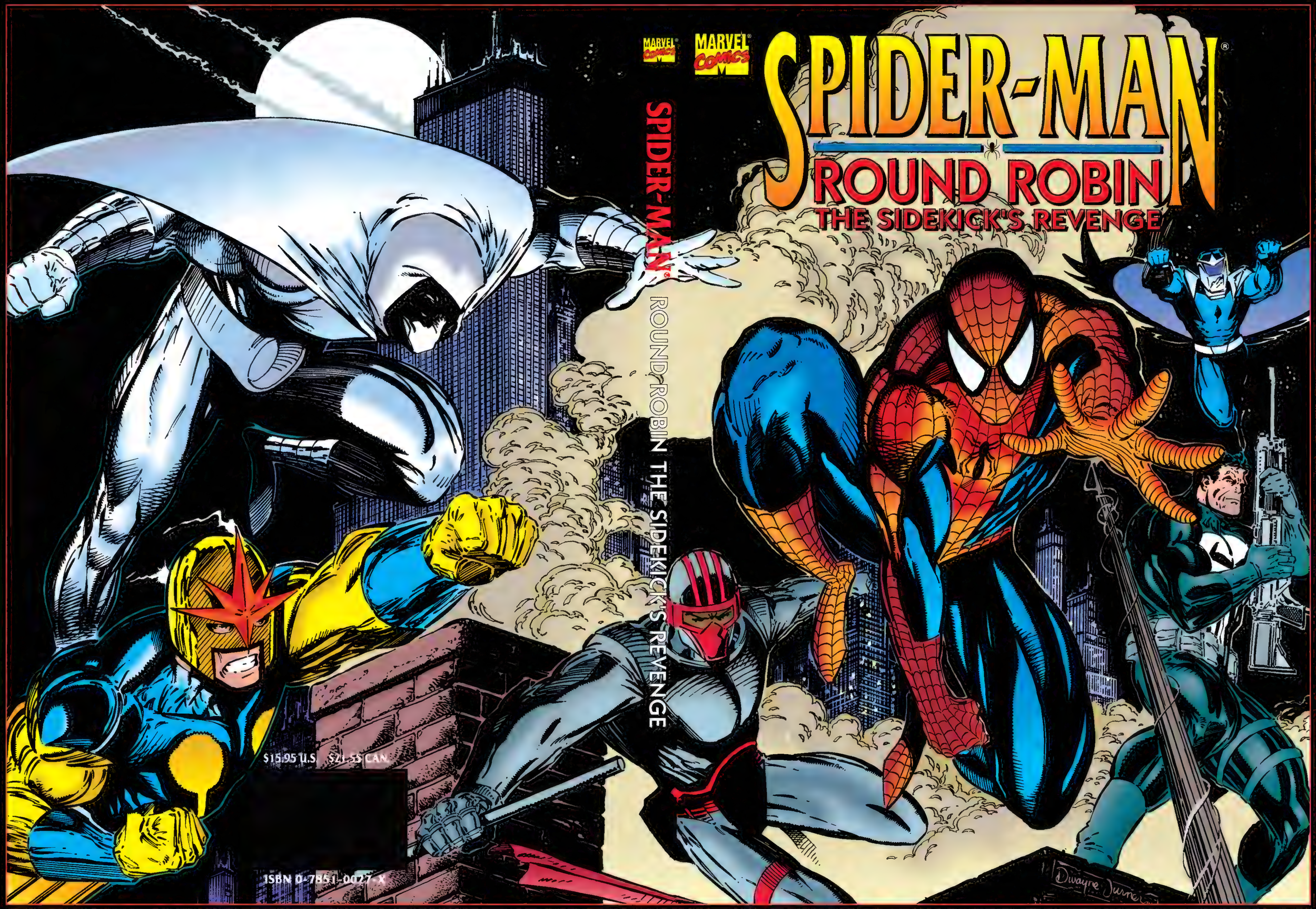
THIS IS REALLY EMBARRASSING. YOU SEE, THE FOLLOWING GREATEST COMICS NEVER SEEN (THAT IS, MARVEL COMICS BOOKS AND ARTWORK THAT WERE CREATED TO BE PUBLISHED, BUT THEN SOMEHOW, NEVER WERE) IS SOMETHING THAT WAS PROMISED MORE THAN TEN YEARS AGO. AND ONLY NOW, THANKS TO THE AMAZING ARCHIVAL ABILITIES OF ARTIST MARK BAGLEY HIMSELF, CAN A TERRIBLE WRONG BE RIGHTED. FANS WHO HAVE JUST RECENTLY PICKED UP ISSUE #2 OF THE OFFICIAL MARVEL TRY-OUT BOOK MAY HAVE BEEN SCRATCHING THEIR HEADS WITH THEIR ALREADY SHARPENED #2 OR BLUE PENCIL (OUCH) AND ASKING "WHERE WAS #1?" THE ANSWER TAKES US BACK TO 1983, WHERE THEN UNKNOWN (NOT TO HIS MOTHER) ARTIST WANNABE MARK BAGLEY HAD JUST PURCHASED HIS OWN COPY FOR THE LOW, LOW PRICE OF $12.95. THE BACK OF THE BOOK HAD THE WORDS "MARVEL COMICS WANTS YOU" PRINTED AND DECLARED THAT MARVEL WAS INDEED EXPANDING INTO NEW REALMS AND HAD MORE NEED THAN EVER BEFORE OF CREATIVE PEOPLE—PENCILERS, INKERS, COLORISTS, SCRIPTERS. THE TRY-OUT BOOK BECAME AN ALMOST INSTANT SELL-OUT AND CREATED AN UNOFFICIAL COMPETITION BETWEEN ALL THE NEW PENCILING BUCKS IN THE INDUSTRY. WHO WOULD BREAK IN AS A RESULT OF THE SERIES? WHAT NEW NAME WOULD BE ADDED TO THE ROSTER OF KIRBY, DITKO OR ROMITA?

THE ANSWER WAS, OF COURSE, MARK BAGLEY. MARK, WHO IS NOW PENCILING THUNDERBOLTS, BUT WHO IN THE PAST HAS PENCILED EVERYTHING FROM THE AMAZING SPIDER-MAN (A DREAM COME TRUE), SPIDER-MAN•BATMAN, NEW WARRIORS, STRIKEFORCE MORITURI, VISIONARIES AND OTHER FILL-IN ISSUES, WENT ON TO PROVE TO FANDOM AT LARGE THAT IT WAS POSSIBLE TO BREAK INTO MARVEL COMICS.

Mark Bagley

MORE OF MARK'S WINNING *TRY-OUT* WORK WAS FEATURED IN 1997'S *MARVEL VISION #17*.

THE PAGES YOU'RE ABOUT TO SEE ARE THE PAGES PENCILED FROM THE ORIGINAL PLOT FOUND IN THE FIRST TRY-OUT BOOK. WHILE THIS VERY SPECIAL STORY WAS ORIGINALLY SLATED TO BE RELEASED MANY YEARS AGO, IT NEVER SAW PRINT. UNTIL NO, THAT IS, IN...THE GREATEST COMICS NEVER SEEN



SPIDER-MAN: ROUND ROBIN — THE SIDEKICK'S REVENGE TPB COVER ART BY DWAYNE TURNER

SPIDER-MAN: ROUND ROBIN — THE SIDEKICK'S REVENGE TPB
INTRODUCTION BY AL MILGROM

IN THE SPRING OF 1991, I SAT WITH DANNY FINGEROTH AND ATE CHINESE FOOD. TROUBLE WAS, DANNY REFUSED TO SHARE HIS DISH WITH ME. YOU KNOW HOW IT IS, YOU GO TO A CHINESE RESTAURANT AND EVERYBODY'S SUPPOSED TO SAMPLE EVERYBODY ELSE'S ORDER. BUT NOT DANNY. HE WAS HOWEVER, WILLING TO SHARE SOMETHING EVEN BETTER...

IN THIS CASE, HE SHARED HIS IDEA FOR THAT SUMMER'S SIX-ISSUE BI-WEEKLY RUN OF AMAZING SPIDER-MAN. A LUCKY THING FOR ME, SINCE SEVERAL WEEKS OF ACTIVE BRAIN-WRACKING HAD NETTED ME FEW VIABLE IDEAS.

IT SEEMS THERE WAS A DANGLING PLOT LINE FROM SOME ISSUES OF MOON KNIGHT DANNY HAD EDITED, THAT HE FELT SHOULD BE TIED UP. IT INVOLVED MIDNIGHT, MOON KNIGHT'S ERSTWHILE PARTNER. WELL, IF MOON KNIGHT WAS TO BE INVOLVED, WE DECIDED OTHER GUEST STARS WERE ALSO IN ORDER. A STAR-STUDDED COLLECTION OF MARVEL SUPER HEROES WOULD MAKE THIS SUMMER CONFECTION TRULY SPECIAL. WE DISCUSSED WHICH CHARACTERS WE WANTED TO USE, DANNY GAVE ME THE ISSUES OF MOON KNIGHT WHICH CARRIED THE STORYLINE IN QUESTION, AND OFF I WENT TO PIECE TOGETHER THE PLOTS.

ALONG THE WAY, AS I RAN MY IDEAS PAST DAN, HE CRITICIZED, WHEEDLED, CAJOLED AND MADE SUGGESTIONS WHICH BROUGHT THE MOST OUT OF THE STORY. FINALLY, WE HAMMERED THE THING INTO SHAPE, BUT BY NOW, OF COURSE, WE'D USED UP WHATEVER LITTLE LEAD TIME WE'D HAD. THE DEADLINE FOR THE FIRST ISSUE, AND EACH SUBSEQUENT BI-WEEKLY ISSUE, LOOMED LARGE.

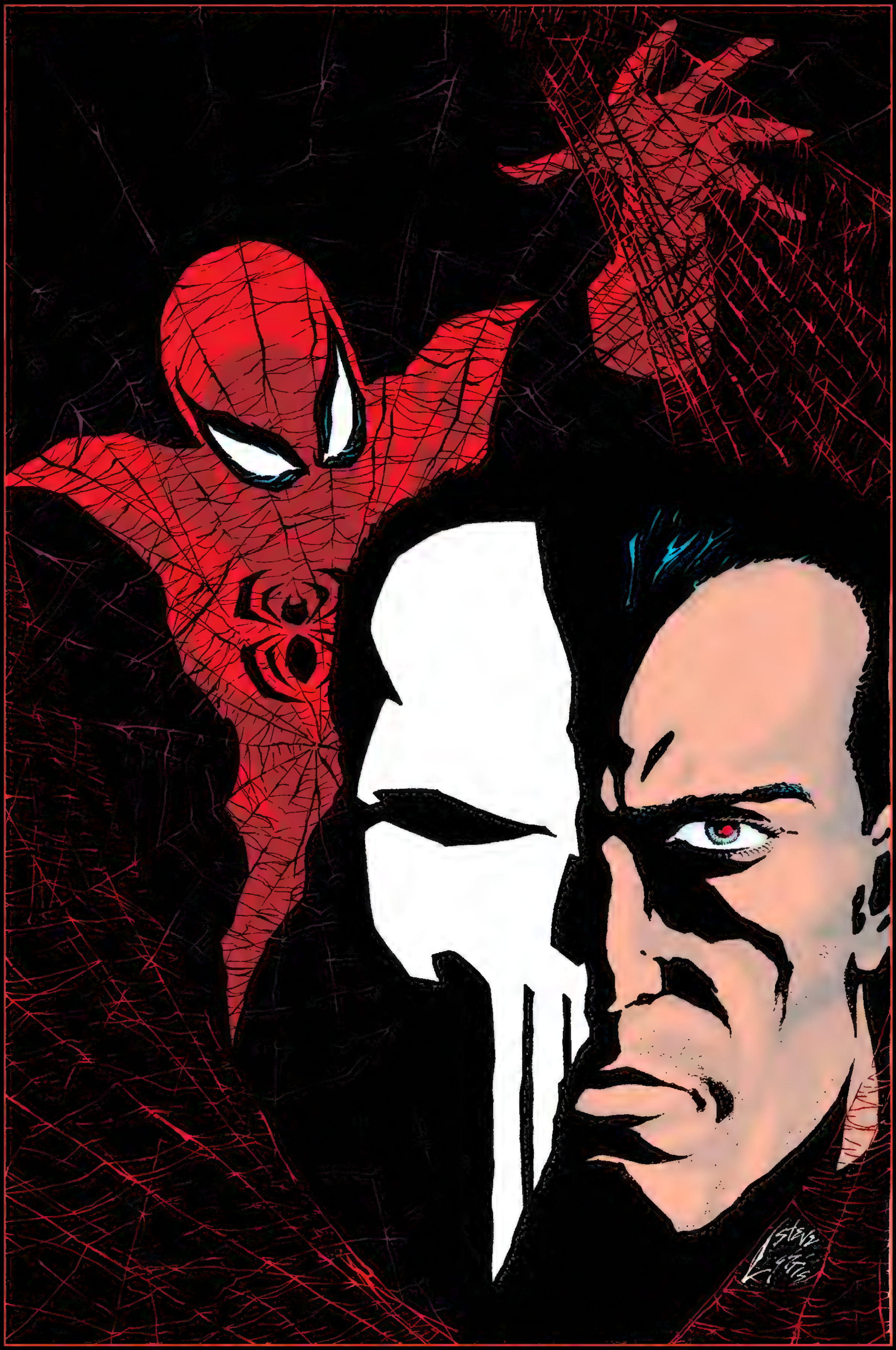
AS TOUGH AS IT IS FOR A WRITER TO DO A BOOK ON SUCH AN ACCELERATED SCHEDULE, IT'S MUCH WORSE ON A PENCILER AND INKER. THEIR TASKS, WHILE NOT NECESSARILY "HARDER," ARE DEFINITELY MORE TIME-CONSUMING. SO IMAGINE MY SURPRISE AND DELIGHT AT THE WORK TURNED IN BY MARK BAGLEY AND RANDY EMBERLIN. IT'S ALWAYS INTERESTING AND FUN TO SEE HOW OTHER ARTISTS INTERPRET YOUR IDEAS AND, CONVERSELY, HOW THEIR VISUALS INFLUENCE AND INSPIRE YOUR SCRIPTING OF THE WORK. THIS GIVE AND TAKE OF MARVEL-STYLE STORYTELLING MAKES IT MORE OF A COLLABORATION, AND ALWAYS BRINGS SOMETHING FRESH TO THE FINAL PRODUCT. THE FACT THAT THEY BROUGHT SO MUCH QUALITY TO THE WORK WHEN, OF NECESSITY, THEY DID IT IN HALF THE NORMAL TIME, MAKES IT ALL THE MORE IMPRESSIVE.

THE END RESULT OF THIS GROUP EFFORT YOU NOW HOLD IN YOUR EAGER HANDS. PERSONALLY, I LIKE THIS FORMAT, WHERE YOU HAVE A MULTI-ISSUE STORY COLLECTED IN A SINGLE VOLUME. THIS WAY YOU CAN'T MISS OR MISPLACE ISSUES IN MID-STORYLINE AS I OFTEN DO. WHAT'S MORE, IF YOU HAVE THE TIME OR INCLINATION, YOU CAN READ THE ENTIRE TALE IN ONE SITTING. ALL IN ALL, I THINK SPIDER-MAN: ROUND ROBIN HOLDS UP PRETTY WELL (THOUGH I HAVE NO IDEA WHAT THE TITLE MEANS—IT WAS DANNY'S IDEA). AS FAR AS THE WRITING GOES, WHAT I LIKE BEST ARE THE STORY TITLES. I LOVE ATROCIOUS PUNS, AND I THINK I OUTDID MYSELF HERE. BEYOND THAT, IT WAS AN INTERESTING CHALLENGE WRITING SO MANY DIVERSE CHARACTERS—JUSTIFYING THEIR INTERACTION AND TRYING TO MAINTAIN THEIR DISTINCT PERSONALITIES. BUT WITH THE COLOSSAL COLLABORATIVE CONTRIBUTIONS OF DANNY, MARK AND RANDY (NOT FORGETTING JOE ROSEN AND BOB SHAREN—NO SLOUCHES THEY) WE PULLED IT OFF, I THINK. BUT YOU JUDGE FOR YOURSELVES.

AS FOR ME, I MAY BE INVEIGLED INTO DOING SOME WRITING AGAIN AT SOME POINT IN THE FUTURE, BUT NOT FOR DANNY FINGEROTH—NOT UNLESS HE LEARNS TO DO THE COMMUNAL CHINESE FOOD THING.

—AL MILGROM

SPIDER-MAN: ROUND ROBIN — THE SIDEKICK'S REVENGE TPB PINUP GALLERY
ART BY ALAN DAVIS & MARK FARMER



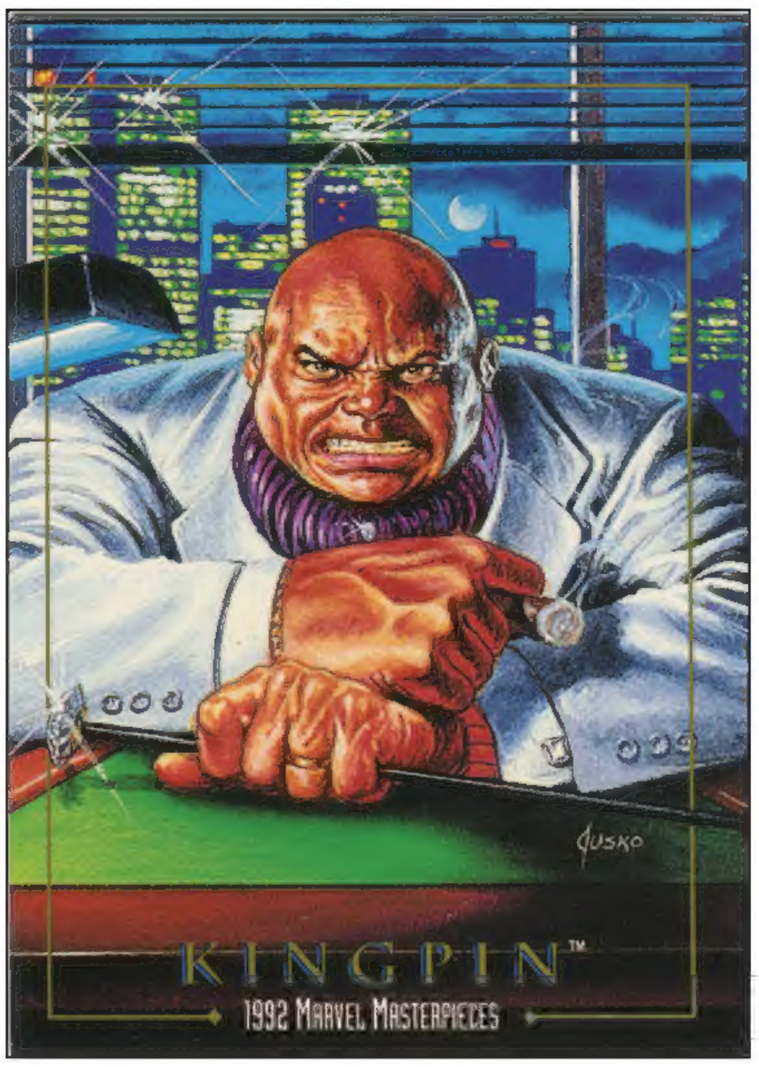
ART BY STEVE LIGHTLE

ART BY SAL BUSCEMA

ART BY MIKE MCKONE, MARK MCKENNA & MICK GRAY

ART BY AL MILGROM

***MARVEL MASTERPIECES 1992* TRADING-CARD ART BY JOE JUSKO**



MARVEL MASTERPIECES 1992 **TRADING-CARD ART BY JOE JUSKO**

HALLOWEEN 1991 GIVEAWAY TRADING CARD

1992 TRADING CARD GIVEN AWAY DURING "LIVE APPEARANCES" OF SPIDER-MAN

AMAZING SPIDER-MAN 1994 **TRADING-CARD ART BY MARK BAGLEY**

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BAGLEY & ROMITA

22ND Edition

OVERSTREET COMIC BOOK PRICE GUIDE: 22ND EDITION (1992) COVER ART BY MARK BAGLEY & JOHN ROMITA SR.

SPIDEY GETS BY WITH A LITTLE HELP FROM HIS FRIENDS!

If he can survive a rematch with the Tri-Sentinel, this time without Captain Universe powers, Spider-Man will face a sidekick's revenge! But wait, he never had a sidekick. So who is the Secret Empire's cyborg powerhouse Midnight? To get to the bottom of this mess, the web-slinger will need to do a little old-fashioned teaming up. How's Moon Knight, Punisher, Nova, Night Thrasher and Darkhawk? Not enough names? Well, the extravaganza known as the "Vibranium Vendetta" has Iron Man, Black Panther, Kingpin and...hoo-boy...the metallic menace known as Ultron! How does Peter Parker handle all this action without Cardiac problems? Oops, spoke too soon!

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